

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re :
:
SEARS HOLDINGS CORPORATION, et al., : **Chapter 11**
:
:
Debtors.¹ : **Case No. 18-23538 (RDD)**
:
:

x

AFFIDAVIT OF SERVICE

I, Jesse Offenhartz, depose and say that I am employed by Prime Clerk LLC ("Prime Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On February 7, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via Email and Overnight Mail on the DN 2451 Notice Parties Service List attached hereto as Exhibit A:

- Debtors' Objection to Motion of Certain Utility Companies for Adequate Assurance [Docket No. 2451]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On February 7, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via Email on (1) the Email Master Service List attached hereto as Exhibit B and (2) the Cure Objectors Service List attached hereto as Exhibit C:

- Notice of Filing of Further Revised List of Initial Assigned Agreements in Connection with Global Sale Transaction [Docket No. 2452]
- Notice of Employee Lease Agreement [Docket No. 2453]
- Notice of Filing Fourth Revised Proposed Order (I) Approving the Asset Purchase Agreement among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief [Docket No. 2454]
- Notice of Services Agreement [Docket No. 2455]
- Notice of Filing Amendment to the Asset Purchase Agreement [Docket No. 2456]

On February 7, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Master Service List attached hereto as Exhibit D and via Email and Overnight Mail on the DN 2481 Notice Parties Service List attached hereto as Exhibit E:

- Debtors' Objection to Milton Manufacturing LLC's and Latentview Analytics Corporation's Motions to Compel (I) Assumption or Rejection of Certain Purchase Orders and (II) Payment of Administrative Claims [Docket No. 2481]

Dated: February 12, 2019

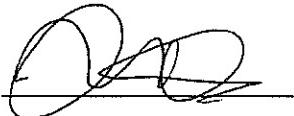


Jesse Offenhartz

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on February 12, 2019, by Jesse Offenhartz, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:



ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

Exhibit A

DN 2451 Notice Parties Service List
Served via Email and Overnight Mail

NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	EMAIL
Law Firm of Russell R. Johnson III, PLC	Attn Russell R Johnson John M Craig	2258 Wheatlands Drive		Manakin-Sabot	VA	23103	russell@russelljohnsonlawfirm.com; john@russelljohnsonlawfirm.com
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome, Michael Kwiatkowski	990 Stewart Avenue, Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	tslome@msek.com; mkwiatkowski@msek.com

Exhibit B

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to State of Michigan, Department of Treasury	AG and Assistant AG for the State of Michigan, Dept. of Treasury	Attn: Dana Nessel, Juandisha M. Harris 3030 W. Grand Blvd. Cadillac Place, Ste. 10-200 Detroit MI 48202	harrisj12@michigan.gov
Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner One Bryant Park New York NY 10036	idizengoff@akingump.com pdublin@akingump.com aquireshi@akingump.com sbrauner@akingump.com
Attorneys for Aldine Independent School District	Aldine Independent School District	Attn: Pamela H. Walters, Johnetta Lang 2520 W.W. Thorne Drive Houston TX 77073	bnkatty@aldineisd.org
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pite, LLP	Attn: Jenelle C. Arnold 4375 Jutland Drive, Suite 200 P.O. Box 17933 San Diego CA 92177-0933	jarnold@aldrigepte.com
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: James J. Vincequerra 90 Park Avenue New York NY 10016-1387	James.Vincequerra@alston.com
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: Leib M. Lerner 333 South Hope Street 16th Floor Los Angeles CA 90071	leib.lerner@alston.com
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Esq. 365 Rifle Camp Road Woodland Park NJ 07424	ajd@ansellgrimm.com
Counsel to the Local Texas Tax Authorities	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Joshua S. Bauchner 365 Rifle Camp Road Woodland Park NJ 07424	ajd@ansellgrimm.com
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	Attn: Allen G. Kadish, Lance A. Schildkraut 630 Third Avenue New York NY 10017	akadish@archerlaw.com lschildkraut@archerlaw.com
Counsel to Rare Hospitality Management, LLC, Rare Hospitality International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants, Inc.	Arent Fox LLP	Attn: Andrew I. Silfen, Beth Brownstein 1301 Avenue of the Americas Floor 42 New York NY 10019	andrew.silfen@arentfox.com beth.brownstein@arentfox.com
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Attn: Brian J. Lohan, Esq., Ginger Clements, Esq. 70 West Madison Street Suite 4200 Chicago IL 60602	brian.lohan@arnoldporter.com ginger.clements@arnoldporter.com
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Attn: Courtney A. Schael, Esq. 100 Quimby Street Suite 1 Westfield NJ 07090	CSchael@AshfordNJLaw.com
Counsel to City Choice Limited	ASK LLP	Attn: Edward E. Neiger, Jennifer A. Christian 151 West 46th Street 4th Floor New York NY 10036	eneiger@askllp.com jchristian@askllp.com
Counsel for AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Attn: James W. Grudus, Esq. One AT&T Way Room 3A115 Bedminster NJ 07921	Jg5786@att.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Interested Party	Austin Enterprises, LP.	Attn: Magdalena Cuellar 5108 E. Clinton Way Ste. 109 Fresno CA 93727	mcuellar45@austinenterpriseslp.com
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Eric R. Goodman Key Tower 127 Public Square, Suite 2000 Cleveland OH 44114	egoodman@bakerlaw.com
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Ferve Khan 45 Rockefeller Plaza New York NY 10111	fkhan@bakerlaw.com
Counsel to Brixmor Property Group, Inc. and Federal Realty Investment Trust	Ballard Spahr LLP	Attn: David L. Pollack 52nd Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103	pollack@ballardspahr.com
Counsel to The Macerich Company, Starwood Retail Partners, LLC, Acadia Realty Limited Partnership, C.E. John Company, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33 Independence Center, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Dustin P. Branch 2029 Century Park East Suite 800 Los Angeles CA 90067-2909	branchd@ballardspahr.com
Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers 919 N. Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com summersm@ballardspahr.com
Counsel to C.J. Segerstrom & Sons, S-Tract LLC and FBA Holdings, Inc.	Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner 1675 Broadway 19th Floor New York NY 10019-5820	harnerp@ballardspahr.com kutnera@ballardspahr.com
Counsel to Aviation Mall NewCo, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., S&R Company of West Seneca NewCo, LLC, Washington Commons NewCo LLC, and DGI LS, LLC, Light 125 James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com
Counsel to Urschel Development Corporation	Barnes & Thornburg LLP	Attn: Mark R. Owens 11 S. Meridian Street Indianapolis IN 46204	mowens@btlaw.com
Counsel to Retail Opportunity Investments Corp.	Bayard, P.A.	Attn: Evan T. Miller 600 N. King Street Suite 400 Wilmington DE 19801	emiller@bayardlaw.com
Counsel to BICO Associates GP	Beard & Savory, PLLC	Attn: Russell W. Savory 119 South Main Street Suite 500 Memphis TN 38103	russ@bsavory.com

Exhibit B

Email Master Service List
Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to M&G Jewelers, Inc.	Bell Nunnally & Martin LLP	Attn: Russell W. Mills, R. Kent Love 2323 Ross Avenue Suite 1900 Dallas TX 75201	rmills@bellnunnally.com klove@bellnunnally.com
Counsel to PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: Michael J. Barrie, Kevin M. Capuzzi 222 Delaware Avenue Suite 801 Wilmington DE 19801	mbarrie@beneschlaw.com kcapuzzi@beneschlaw.com
Counsel to MIDAMCO, an Ohio Limited Partnership	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: William E. Schonberg, Esq. 200 Public Square Suite 2300 Cleveland OH 44114	wschonberg@beneschlaw.com
Counsel to Brixton Provo Mall, LLC	Bewley, Lassleben & Miller, LLP	Attn: Ernie Zachary Park 13215 E. Penn Street Suite 510 Whitter CA 90602-1797	Ernie.park@bewleylaw.com
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Bialson, Bergen & Schwab	Attn: Lawrence M. Schwab, Thomas M. Gaa 633 Menlo Ave. Suite 100 Menlo Park CA 94025	Tgaa@bbslaw.com
Counsel to Wilshire Investments, LLC (formerly known as Wilshire Business Center, a California General Partnership)	Binder & Malter LLP	Attn: Michael W. Malter, Julie H. Rome-Banks 2775 Park Avenue Santa Clara CA 95050	michael@bindermalter.com julie@bindermalter.com
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Jeffrey Rhodes 1825 Eye Street NW Washington DC 20006	JRhodes@BlankRome.com
Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker The Chrysler Building 405 Lexington Avenue New York NY 10174	Tarr@BlankRome.com EZucker@BlankRome.com
Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc., Kenney Manufacturing Company	Borges & Associates, LLC	Attn: Wanda Borges, Esq., Sue L. Chin, Esq. 575 Underhill Blvd. Suite 118 Syosset NY 11791	bankruptcy@borgeslawllc.com wborges@borgeslawllc.com schin@borgeslawllc.com
Counsel to iStar Jewelry LLC	Brach Eichler LLC	Attn: Anthony M. Rainone 101 Eisenhower Parkway Roseland NJ 07068-1067	arainone@bracheichler.com
Counsel to SAP Industries, Inc., SAP America, Inc., Sybase, Inc., Ariba, Inc., and Concur Technologies, Inc.	Brown & Connery, LLP	Attn: Julie F. Montgomery, Esq. 6 North Broad Street Suite 100 Woodbury NJ 08096	jmontgomery@brownconnery.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Attn: Paul M. Weister 16435 North Scottsdale Road Suite 440 Scottsdale AZ 85254-1754	pweiser@buchalter.com
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 55 Second Street 17th Floor San Francisco CA 94105-3493	schristianson@buchalter.com
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller 640 5th Avenue 9th Floor New York NY 10019	christopher.schueller@bipc.com
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S. Dischinger One Oxford Centre 301 Grant Street, 20th Floor Pittsburgh PA 15219-1410	terry.shulsky@bipc.com tyler.dischinger@bipc.com
Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	Attn: Eric G. Waxman III, Anthony De Leo 200 Liberty St. New York NY 10281	Eric.Waxman@cwt.com Anthony.Deleo@cwt.com
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Attn: Richard T. Davis 5577 Youngstown-Warren Rd. Niles OH 44446	rdavis@cafarocompany.com
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr. Eighty Pine Street New York NY 10005	jlevitin@cahill.com rstieglitz@cahill.com
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	Attn: Sarah J. Klebolt, Esq. 120 South Central Avenue Ste. 1800 St. Louis MO 63105	sjk@carmodymacdonald.com
Local Counsel to BH North American Corporation	Carter Conboy Case Blackmore Maloney & Laird, P.C.	Attn: Michael J. Catalfimo, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. Suite 500 Albany NY 12211	mcatalfimo@carterconboy.com
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 5 Secured Creditor)	Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq. 2 Wall Street New York NY 10005	gadsden@clm.com bankruptcy@clm.com Dennis.roemlein@bnymellon.com
Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh Fashions and The Libman Company	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq. 90 Merrick Avenue East Meadow NY 11554	rmccord@certilmanbalin.com rnosek@certilmanbalin.com
Counsel to WSSR, LLC	Chapman and Cutler LLP	Attn: Laura E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas New York NY 10020	appleby@chapman.com wilamowsky@chapman.com
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shahinian & Giantomaso PC	Attn: Beth J. Rotenberg, Scott A. Zuber One Boland Drive West Orange NJ 07052	brotenberg@csglaw.com szuber@csglaw.com

Exhibit B

Email Master Service List
Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall Two International Place Boston MA 02110	ksimard@choate.com jmarshall@choate.com
Counsel to Winiadaewoo Electronics America, Inc.	Choi & Park, LLC	Attn: Hyun Suk Choi, Chull S. Park 11 Broadway Suite 615 New York NY 10004	hchoi@choiandpark.com cpark@choiandpark.com lkleist@choiandpark.com
Counsel to MJ Holding Company, LLC	Chuhak & Tecson, P.C.	Attn: Miriam R. Stein 30 South Wacker Drive Suite 2600 Chicago IL 60606	mstein@chuhak.com
Counsel to Sakar International Inc., Eastern Prime Textiles Limited, Giza Spinning & Weaving Co., Bradshaw Westwood Trust, and BST International Fashion Ltd.	CKR Law LLP	Attn: Edward L. Schnitzer, Gilbert R. Saydah Jr. 1330 Avenue of the Americas 14th Floor New York NY 10019	eschnitzer@ckrlaw.com gsaydah@ckrlaw.com
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill PLC	Attn: Steven M. Richman 210 Carnegie Center, Suite 102 Princeton NJ 08540	srichman@clarkhill.com
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill PLC	Attn: Steven M. Richman 830 Third Avenue, Suite 200 New York NY 10022	srichman@clarkhill.com
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill Strasburger	Attn: Duane J. Brescia 720 Brazos Suite 700 Austin TX 78701	duane.brescia@clarkhillstrasburger.com
Counsel to Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE	Clark Hill, PLC	Attn: David M. Blau 151 S. Old Woodward Ave. Ste. 200 Birmingham MI 48009	dblau@clarkhill.com
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park One Liberty Plaza New York NY 10006	soneal@cgsh.com jbromley@cgsh.com aweaver@cgsh.com rmukhi@cgsh.com jkpark@cgsh.com
Counsel to Bonita Casa, LLC	Cohen & Grigsby, P.C.	Attn: William E. Kelleher, Jr., Helen Sara Ward 625 Liberty Avenue Pittsburgh PA 15222-3152	wkelleher@cohenlaw.com hward@cohenlaw.com
Counsel to International Union (UAW), United Steelworkers (USW), and Workers United (WU)	Cohen, Weiss and Simon LLP	Attn: Richard M. Seltzer, Melissa S. Woods 900 Third Avenue 21st Floor New York NY 10022-4869	rseltzer@cwsny.com
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: Jill B. Bienstock, Esq. 1325 Avenue of the Americas 19th Fl. New York NY 10019	jbienstock@coleschotz.com
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: Michael D. Warner, Esq. 301 Commerce Street Suite 1700 Fort Worth TX 76102	mwarner@coleschotz.com

Exhibit B

Email Master Service List
Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749	Michael.smith2@computershare.com
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.	Connolly Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths The Brandywine Building 1000 West Street, Suite 1400 Wilmington DE 19801	kbifferato@connollygallagher.com kconlan@connollygallagher.com cgriffiths@connollygallagher.com
Counsel to Washington Prime Group Inc.	Cooley LLP	Attn: Seth Van Aalten, Sarah Carnes 1114 Avenue of the Americas New York NY 10036	svanaalten@cooley.com scarnes@cooley.com
Counsel to Verizon Capital Corp. and NCC Key Company	Covington & Burling LLP	Attn: Dianne Coffino, R. Alexander Clark The New York Times Building 620 Eighth Avenue New York NY 10018	dcoffino@cov.com aclark@cov.com
Counsel to National Distribution Centers, LLC	Cozen O'Connor	Attn: Marl E. Felger 1201 N. Market Street Suite 1001 Wilmington DE 19801	mfelger@cozen.com
Counsel to Stanley Black & Decker, Inc. and affiliated entities	Cravath, Swaine & Moore LLP	Attn: Paul H. Zumbro Worldwide Plaza 825 Eighth Avenue New York NY 10019	pzumbro@cravath.com
Counsel to 5525 S. Soto St Associates, 5525 S. Soto Street Associates LLC	Dahan & Nowick LLP	Attn: David R. Taxin, Esq. 123 Main Street 9th Floor White Plains NY 10601	davidtaxin@dahannowick.com
Counsel to Electronics for Imaging, Inc.	Davidoff Hutcher & Citron LLP	Attn: David H. Wander, Esq. 605 Third Avenue New York NY 10158	dhw@dhclegal.com
Counsel to Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility	Davis Polk & Wardwell LLP	Attn: Marshall S. Huebner, Esq., Eli J. Vonnegut, Esq. 450 Lexington Avenue New York NY 10017	sears.service@davispolk.com
Counsel to Lakin Tire West Incorporated	Day Pitney LLP	Attn: Joshua W. Cohen 195 Church Street, 15th Floor New Haven CT 06510	jwcohen@daypitney.com
Counsel to Cascade Investment, L.L.C. and SL Agent, LLC	Debevoise & Plimpton LLP	Attn: Erica S. Weisgerber, My Chi To 919 Third Avenue New York NY 10022	mcto@debevoise.com eweisgerber@debevoise.com
Counsel to Namco USA Inc.	Delbello Donnellan Weingarten Wise & Wiederkehr, LLP	Attn: Julie Cvek Curley, Esq. One North Lexington Avenue 11th Floor White Plains NY 10601	jcurley@ddw-law.com
DFS Services, LLC	DFS Services, LLC	Attn: Beth J. Solomon 2500 Lake Cook Road Riverwoods IL 60015	bethsolomon@discover.com
Counsel to ProLogis-A4 CA IV, LP; Distribution Funding II, LLC; Prologis, L.P.; KTR Ohio LLC; Prologis and KTR LV Loan LLC	Drinker Biddle & Reath LLP	Attn: Marita S. Erbeck 600 Campus Drive Florham Park NJ 07932-1047	marita.erbeck@dbr.com
Counsel to Riskonnect, Inc.	Duane Morris LLP	Attn: Lawrence J. Kotler, Wendy M. Simkulak 1540 Broadway New York NY 10036-4086	LJKotler@duanemorris.com WMSimkulak@duanemorris.com

Exhibit B

Email Master Service List
Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to the Chubb Companies	Duane Morris LLP	Attn: Wendy M. Simkulak, Esquire & Catherine B. Heitzenrater, Esquire 30 South 17th Street Philadelphia PA 19103	WMSimkulak@duanemorris.com Cheitzenrater@duanemorris.com
Counsel to Landlord of Kmart store in Frederiksted, VI (Store #7413) referred in various papers as Sunshine Shopping Center Inc, Mall of Saint Croix, Sunshine Mall, Hatim Yusuf, and Plaza Juana Diaz, landlord of Kmart Store in Puerto Rico (Store #3993)	Edgardo Munoz, PSC	Attn: Edgardo Munoz, PSC 364 Calle Lafayette San Juan PR 00917-3113	emunozPSC@gmail.com
Counsel to Prestige Bay Plaza Development Corp.	Eiseman Levine Lehrhaupt & Kakoyiannis, P.C.	Attn: Laurence May, Esq. 805 Third Avenue 10th Floor New York NY 10022	lmay@eisemanlevine.com
Counsel to McDonald's Corporation	Elliott Greenleaf, P.C.	Attn: Rafael X. Zahraldin-Aravena, Shelley A. Kinsella, Eric M. Sutty 1105 N. Market Street Suite 1700 Wilmington DE 19801	rxza@elliottgreenleaf.com sak@elliottgreenleaf.com ems@elliottgreenleaf.com
Environmental Protection Agency	Environmental Protection Agency	Attn: Matthew Leopold, General Counsel Office of General Counsel 2310A 1200 Pennsylvania Ave NW, 2310A Washington DC 20460	Leopold.matt@Epa.gov
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Epicor Software Corporation	Attn: Larry Bercovich Senior Legal Counsel 4120 Dublin Blvd., Suite 300 Dublin CA 94568	lbercovich@epicor.com
Counsel to the McClatchy Company and its Affiliates	Felderstein Fitzgerald Willoughby & Pascuzzi LLP	Attn: Paul J. Pascuzzi 400 Capitol Mall Suite 1750 Sacramento CA 95814	ppascuzzi@ffwplaw.com
Counsel to Santa Rosa Mall, LLC	Ferraiuoli LLC	Attn: Gustavo A. Chico-Barris 221 Plaza 221 Ponce de Leon Avenue, 5th Floor San Juan PR 00917	gchico@ferraiuoli.com
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Mark E. Wilson 203 North LaSalle Street Suite 2100 Chicago IL 60601	mark.wilson@fisherbroyles.com
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Patricia B. Fugée 27100 Oakmead Drive #306 Perrysburg OH 43553	patricia.fugee@fisherbroyles.com
Counsel to CenterPoint Properties Trust, and Victor Reagan Family Trust	Foley & Lardner LLP	Attn: Derek L. Wright & Katherine R. Catanese 90 Park Ave. New York NY 10016	dlwright@foley.com kcatanese@foley.com
Counsel to CenterPoint Properties Trust	Foley & Lardner LLP	Attn: Michael Small 321 N. Clark Street Suite 2800 Chicago IL 60654	mssmall@foley.com
Counsel to Victor Reagan Family Trust	Foley Gardere Foley & Lardner LLP	Attn: Thomas Scannell 2021 McKinney Avenue Suite 1600 Dallas TX 75201	tscannell@foley.com

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Email Master Service List
Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel for Sherthal, LLC	Fox Rothschild LLP	Attn: Allen J. Guon, Esq. 321 N. Clark Street Suite 800 Chicago IL 60654	aguon@foxrothschild.com
Counsel to Hanesbrands, Inc. and Sherthal, LLC	Fox Rothschild LLP	Attn: Paul J. Labov 101 Park Avenue Suite 1700 New York NY 10017	plabov@foxrothschild.com
Counsel to Hanesbrands, Inc.	Fox Rothschild LLP	Attn: Thomas M. Horan 919 North Market Street Suite 300 Wilmington DE 19899-2323	thoran@foxrothschild.com
Counsel to Capref Burbank, LLC	Fox Rothschild, LLP	Attn: Mark E. Hall, Michael R. Herz 49 Market Street Morristown NJ 07960	mhall@foxrothschild.com mherz@foxrothschild.com
Counsel to The Chamberlain Group, Inc.	Fox Swibel Levin & Carroll LLP	Attn: N. Neville Reid 200 West Madison Street Suite 3000 Chicago IL 60606	nreid@foxswibel.com
Counsel to Bottling Group, LLC and its affiliates and subsidiaries, operating as Pepsi Beverages Company and Frito-Lay North America, Inc.	FrankGecker LLP	Attn: Joseph D. Frank, Jeremy C. Kleinman 325 North LaSalle Street Suite 625 Chicago IL 60654	jfrank@fgllp.com jkleinman@fgllp.com
Counsel for True Value Company	Freeborn & Peters LLP	Attn: Devon J. Eggert, Esq. 311 South Wacker Drive Suite 3000 Chicago IL 60606	deggert@freeborn.com
Counsel to Seritage Growth Properties, Seritage SRC Finance LLC, and Seritage KMT Finance LLC	Fried, Frank, Harris, Shriver & Jacobson LLP	Attn: Brad Eric Scheler, Scott B. Luftglass, Peter B. Siroka One New York Plaza New York NY 10004	brad.eric.scheler@friedfrank.com scott.luftglass@friedfrank.com peter.siroka@friedfrank.com
Counsel to Sitel Operating Corporation	Frost Brown Todd LLC	Attn: Edward M. King 400 W Market St Suite 3200 Louisville KY 40202	tking@fbtlaw.com
Counsel to Washington Prime Group Inc. and The Kroger Co.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	rgold@fbtlaw.com awebb@fbtlaw.com
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances	Fultz Maddox Dickens PLC	Attn: Phillip A. Martin, Laura M. Brymer 101 South Fifth Street 27th Floor Louisville KY 40202	pmartin@fmdlegal.com lbrymer@fmdlegal.com
Counsel to Yang Ming (America) Corp., and Yang Ming Marine Transport Corp.	Gellert Scali Busenkell & Brown LLC	Attn: Gary F. Seitz 8 Penn Center 1628 John F. Kennedy Blvd, Suite 1901 Philadelphia PA 19103	gseitz@gsblaw.com
Counsel to Community Unit School District 300	Gensburg Calandriello & Kanter, P.C.	Attn: Matthew T. Gensburg 200 West Adams Street Suite 2425 Chicago IL 60606	mgensburg@gcklegal.com

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Email Master Service List
Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Henkel Corporation, American Lebanese Syrian Associated Charities, Inc.	Gibbons P.C.	Attn: Brett S. Theisen, Natasha M. Songonuga One Pennsylvania Plaza 37th Floor New York NY 10119-3701	btheisen@gibbonslaw.com nsongonuga@gibbonslaw.com
Counsel to Henkel Corporation	Gibbons P.C.	Attn: Howard A. Cohen 300 Delaware Avenue Suite 1015 Wilmington DE 19801-1671	hcohen@gibbonslaw.com
Counsel to Interested Party, and Saker ShopRites, Inc.	Giordano, Halloran & Ciesla, P.C.	Attn: Donald F. Campbell, Jr. 125 Half Mile Road Suite 300 Red Bank NJ 07701	dcampbell@ghclaw.com
Counsel to A.O. Smith Corporation, and Johnson Controls, Inc.	Godfrey & Kahn, S.C.	Attn: Timothy F. Nixon One East Main Street Suite 500 Madison WI 53703	tnixon@gklaw.com
Counsel to Infinite Peripherals, Inc.	Goldstein & McClintock LLP	Attn: Thomas R. Fawkes 375 Park Avenue Suite 2670 New York NY 10152	tomf@goldmclaw.com
Counsel to AMAV Enterprises Ltd.	Golenbock Eiseman Assor Bell & Peskoe LLP	Attn: Jonathan L. Flaxer, Esq., Michael S. Weinstein, Esq. 711 Third Avenue New York NY 10017	jflaxer@golenbock.com mweinstein@golenbock.com
Counsel to Waste Management National Services, Inc.	Goodwin Procter LLP	Attn: Barry Z. Bazian The New York Times Building 620 Eighth Avenue New York NY 10018	gfox@goodwinlaw.com bbazian@goodwinlaw.com
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Douglas B. Rosner 400 Atlantic Avenue Boston MA 02110-3333	drosner@goulstonstorrs.com
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Trevor R. Hoffmann 885 Third Avenue 18th Floor New York NY 10022	thoffmann@goulstonstorrs.com
Counsel to Little Caesar Enterprises, Inc. and Blue Line Foodservice Distribution, Inc.	Gray, Plant, Moaty, Moaty & Bennett, P.A.	Attn: Phillip W. Bohl 80 S. Eighth St. Minneapolis MN 55402	phillip.bohl@gpmlaw.com
Counsel to American National Insurance Company	Greer, Herz & Adams, LLP	Attn: Frederick Black, Tara B. Annweiler, Marc D. Young One Moody Plaza 18th Floor Galveston TX 77550	tannweiler@greerherz.com
Counsel to Criteo S.A.	Hahn & Hessen LLP	Attn: Janine M. Figueiredo, Esq. 488 Madison Avenue 15th Floor New York NY 10022	jfigueiredo@hahnhessen.com
Counsel to Relator Carl Ireland, Administrator the Estate of James Garbe	Halperin Battaglia Benzija, LLP	Attn: Alan D. Halperin, Esq., Lige Gu, Esq. 40 Wall Street 37th Floor New York NY 10005	ahalperin@halperinlaw.net lgu@halperinlaw.net

DESCRIPTION	NAME	ADDRESS	EMAIL
Co-Counsel to Taubman Landlords and NW Properties Landlords	Halperin Battaglia Benjia, LLP	Attn: Donna H. Lieberman, Esq. 40 Wall Street 37th Floor New York NY 10005	dlieberman@halperinlaw.net
Top 20 Unsecured Creditor	Hanesbrands Inc	Attn: Joia Johnson, Chief Administrative Officer and General Counsel 1000 East Hanes Mill Road Winston Salem NC 27105	joia.johnson@hanes.com howard.upchurch@hanes.com
Counsel to Van Hook Service Co., Inc.	Harris Beach PLLC	Attn: Kevin Tompsett, Esq. 99 Garnsey Road Pittsford NY 14534	ktompsett@harrisbeach.com
Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Herrick, Feinstein LLP	Attn: Sean E. O'Donnell, Stephen B. Selbst, Steven B. Smith, Michelle M. Sekowski 2 Park Avenue New York NY 10016	sodonnell@herrick.com sselbst@herrick.com ssmith@herrick.com msekowski@herrick.com
Counsel to BH North American Corporation	Higgs Fletcher & Mack LLP	Attn: Martin A. Eliopoulos, Esq. 401 West A Street Suite 2600 San Diego CA 92101	elio@higgslaw.com
Counsel for Cushman & Wakefield Inc.	Holland & Knight LLP	Attn: Arthur E. Rosenberg, Esq., Marc L. Antonecchia, Esq. 31 West 52nd Street New York NY 10019	arthur.rosenberg@hklaw.com Marc.Antonecchia@hklaw.com
Counsel to Plaza las Americas, Inc., Plaza del Caribe, S.E., and Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Barbra R. Parlin 31 West 52nd Street New York NY 10019	barbra.parlin@hklaw.com elvin.ramos@hklaw.com
Counsel to Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Jose A. Casal, Esq., Joaquin J. Alemany, Esq. 701 Brickell Avenue Suite 3300 Miami FL 33131	jose.casal@hklaw.com jjalemany@hklaw.com
Counsel to Midwest Tool, Cutlery Company	Honigman Miller Schwartz and Cohn LLP	Attn: Lawrence A. Lichtman 2290 First National Building 660 Woodward Avenue Detroit MI 48226	llichtman@honigman.com
Counsel to John C. Adams and Kennylugenia Adams	Hopkins & Carley	Attn: Jay M. Ross, Monique D. Jewett-Brewster The Letitia Building 70 S First Street San Jose CA 95113-2406	jross@hopkinscarley.com mjb@hopkinscarley.com
Counsel to Matson Navigation Company, Inc.	Hughes Hubbard & Reed LLP	Attn: Christopher Gartman One Battery Park Plaza New York NY 10004	chris.gartman@hugheshubbard.com
Counsel to McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Gregory G. Hesse 1445 Ross Avenue Suite 3700 Dallas TX 75202	ghesse@huntonak.com
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019, McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Brett L. Gross, Michael S. Legge 200 Park Avenue New York NY 10166	bgross@HuntonAK.com mlegge@huntonak.com
Counsel to CBL & Associates Management, Inc.	Husch Blackwell LLP	Attn: Caleb T. Holzaepfel 736 Georgia Avenue Suite 300 Chattanooga TN 37402	caleb.holzaepfel@huschblackwell.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to WC Independence Center LLC, WC MRP Belleville Center, LLC	Husch Blackwell LLP	Attn: Lynn H. Butler 111 Congress Avenue Suite 1400 Austin TX 78701	lynn.butler@huschblackwell.com
Counsel to 5330 Crosswind, LLC	Ice Miller LLP	Attn: Daniel R. Swetnam 250 West Street Suite 700 Columbus OH 43215	Daniel.Swetnam@icemiller.com
County of Imperial, California	Imperial County Treasurer- Tax Collector	Attn: Karen Vogel, Treasurer-Tax Collector 940 West Main Street Suite 106 El Centro CA 92243	taxcollector@co.imperial.ca.us
Impremedia Operating Company, LLC	Impremedia Operating Company, LLC	Attn: Alex Macias 915 Wilshire Blvd Ste. 800 Los Angeles CA 90017	alex.macias@impremedia.com
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation 2970 Market Street Philadelphia PA 19104-5016	Mimi.M.Wong@irs counsel.treas.gov
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	Mimi.M.Wong@irs counsel.treas.gov
Counsel to Iron Mountain Information Management, LLC,	Iron Mountain Information Management, LLC	Attn: Joseph Corrigan One Federal Street Boston MA 02110	Bankruptcy2@ironmountain.com
Counsel to Data Print Technologies, Inc.	Jasne & Florio, L.L.P.	Attn: Hugh G. Jasne, Esq., Diane L. Klein, Esq. 30 Glenn Street Suite 103 White Plains NY 10603	hgj@jasneflorio.com dlk@jasneflorio.com
Counsel to Lennox International Inc. and Lennox National Account Services, LLC	Judith Elkin PLLC	Attn: Judith Elkin 23 Malysana Lane New Rochelle NY 10805	elkinj@mac.com
Counsel to Amazon.com Services, Inc., Amazon Payments, Inc., and Amazon Services LLC.	K&L Gates LLP	Attn: Robert T. Honeywell, Esq. 599 Lexington Avenue New York NY 10022	robert.honeywell@klgates.com
Counsel to GBR Green Acres Limited Liability Company, Greenwich 29 L.P., and 909 Group, L.P.	Keane & Beane, P.C.	Attn: Andrew P. Tureaud 445 Hamilton Avenue 15th Floor White Plains NY 10601	atureaud@kblaw.com
Counsel to Computershare Turst Company, N.A., as Indenture Trustee	Kelley Drye & Warren LLP	Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq. 101 Park Avenue New York NY 10178	KDWBankruptcyDepartment@KelleyDrye.com bfeder@kelleydrye.com
Counsel to Voortman Cookies Limited	Kenney Shelton Liptak & Nowak, LLP	Attn: Jeffery A. Carlino, Esq. The Calumet Building 233 Franklin Street Buffalo NY 14202	jacarlino@kslnlaw.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances, (i) GLP US Management, LLC, (ii) Icon Owner Pool 4 Northeast/Midwest, LLC, (iii) Western B Southeast FL, LLC, (iv) Icon Owner Pool 1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF Non-Business Parks, LLC, (vi) Icon DP MD Owner Pool 2 West/Northeast/Midwest, LLC, and (vii) Icon Owner Pool 1 SF Business Parks, LLC	Klestadt Winters Jureller Southard & Stevens, LLP	Attn: Sean C. Southard, Lauren C. Kiss 200 West 41st Street 17th Floor New York NY 10036-7203	ssouthard@klestadt.com lkiss@klestadt.com
Counsel to PREIT Services, LLC, BET Investments, and the Robbins Companies	Kurtzman Steady, LLC	Attn: Jeffrey Kurtzman 401 S. 2nd Street Suite 200 Philadelphia PA 19147	kurtzman@kurtzmansteady.com
Counsel to Alatex, a Joint Venture, Papa Rochester, LP, Walters Investments, LP, Wal-Go Associates LLC	Langley & Banack, Incorporated	Attn: David S. Gragg Trinity Plaza II, Ninth Floor 745 E. Mulberry, Suite 900 San Antonio TX 78212	dgragg@langleybanack.com
Counsel for 4th Street South II, LLC, a Michigan Limited Liability Company	Lasky Fifarek, P.C.	Attn: John R. Fifarek, Esq. 120 N. Washington Square Ste. 625 Lansing MI 48933	jfifarek@laskyfifarek.com
Counsel to Oster Yorktown Properties, LLC, U.S. Realty 86 Associates and Westmount Plaza Associates	Lasser Hochman, L.L.C.	Attn: Richard L. Zucker 75 Eisenhower Parkway Roseland NJ 07068	rzucker@lasserhochman.com
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Marc A. Zelina 885 Third Avenue New York NY 10022	marc.zelina@lw.com
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Peter M. Gilhuly, Ted A. Dillman 355 South Grand Ave Ste. 100 Los Angeles CA 90071-1560	peter.gilhuly@lw.com ted.dillman@lw.com
Counsel to Vandale Industries, Inc.	Law Office of Gilbert A. Lazarus, PLLC.	Attn: Gilbert A. Lazarus 92-12 68th Avenue Forest Hills NY 11375	gillazarus@gmail.com
Counsel to NW Properties Landlords	Law Office of Kevin S. Neiman, PC	Attn: Kevin S. Neiman 999 18th Street Suite 1230 S Denver CO 80202	kevin@ksnpc.com
Counsel to Dart Warehouse Corporation	Law Office of William P. Fennell, APLC	Attn: William P. Fennell 401 West A Street Suite 1800 San Diego CA 92101	william.fennell@fennelllaw.com luralene.schultz@fennelllaw.com office@fennelllaw.com
Counsel for U.S. Bank National Association d/b/a U.S. Bank Equipment Finance	Law Offices of Charles A. Gruen	381 Broadway Suite 300 Westwood NJ 07675	cgruen@gruenlaw.com
Local Counsel for the Certain Texas Taxing Entities	Law Offices of Douglas T. Tabachnik, P.C.	Attn: Douglas T. Tabachnik, Esq. 63 West Main Street Suite C Freehold NJ 07728	dtabachnik@dttlaw.com
Counsel to Caparra Center Associates, San Patricio Plaza ("SPP") Landlord	Law Offices of Penny R. Stark	Attn: Penny R. Stark 9861 Sunrise Lakes Boulevard Suite 308 Fort Lauderdale FL 33322	pstarkesq@gmail.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Cudlie Accessories LLC, Flatbush Center Parking LLC, Project 28 Clothing LLC, and Ikeddi Imports LLC	Lazarus & Lazarus, P.C.	Attn: Harlan M. Lazarus 240 Madison Avenue 8th Floor New York NY 10016	hlazarus@lazarusandlazarus.com harlan.lazarus@gmail.com
Counsel to Westfield, LLC and its affiliate, Annapolis Mall Owner LLC, Brandon Shopping Center Partners LTD, Broward Mall LLC, Citrus Park Mall Owner LLC, Countryside Mall LLC, Roseville Shoppingtown LLC, Meriden Square Partnership, Montgomery Mall Owner LLC, North County Fair LP and EWH Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter LLC, Sunrise Mall LLC, UTC Venture LLC, Valencia Town Center Venture, L.P., Wheaton Plaza Regional Shopping Center LLC, Beneson Capital Partners, LLC and its affiliate Brooks Shopping Centers, LLC, Concord Mall LP, and Berkshire Mall LP	LeClairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland 545 Long Wharf Drive 9th Floor New Haven CT 06511	ilan.markus@leclairryan.com niclas.ferland@leclairryan.com andrew.cole@leclairryan.com
Counsel to DXC Technology Services LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	LeClairRyan, PLLC	Attn: Janice B. Grubin, Alex J. Chase 885 Third Avenue 16th Floor New York NY 10022	janice.grubin@leclairryan.com alex.chase@leclairryan.com
Counsel to 1803, LLC, and Camegaran, LLC	Leonard, O'Brien, Spencer, Gale & Sayre, Ltd.	Attn: James M. Jorissen 100 South Fifth Street Suite 2500 Minneapolis MN 55402	jorissen@losgs.com
Counsel to Bexar County	Linebarger Goggan Blair & Sampson, LLP	Attn: David G. Aelvoet 711 Navarro Street Ste 300 San Antonio TX 78205	sanantonio.bankruptcy@publicans.com
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75027	dallas.bankruptcy@publicans.com
Counsel to Matagorda County, Angelina County, Cleveland ISD, Galveston County, Orange County, Cypress-Fairbanks ISD, Tyler County, Fort Bend County, Wharton Co Jr Coll Dist, Harris County, Jasper County, Houston CAD, Montgomery County, and Polk County	Linebarger Goggan Blair & Sampson, LLP	Attn: John P. Dillman PO Box 3064 Houston TX 77253-3064	houston_bankruptcy@publicans.com
Counsel to LTMAC Properties, LLC	Linowes and Blocher LLP	Attn: John T. Farnum, Esq. 7200 Wisconsin Avenue Suite 800 Bethesda MD 20814	jfarnum@linowes-law.com
Counsel to SUSO 4 Ocean LP and Maynardville Pike LP	Lippes Mathias Wexler Friedman LLP	Attn: John A. Mueller 50 Fountain Plaza Suite 1700 Buffalo NY 14202-2216	jmueller@lippes.com
Counsel to Pension Benefit Guaranty Corporation	Locke Lord LLP	Attn: Brian A. Raynor, Aaron C. Smith 111 South Wacker Drive Chicago IL 60606	braynor@lockelord.com asmith@lockelord.com
Counsel to DFS Services, LLC	Locke Lord LLP	Attn: Ira S. Green 200 Vesey Street New York NY 10281	ira.greene@lockelord.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: Joseph N. Froehlich Brookfield Place 200 Vesey Street, 20th Floor New York NY 10281	jfroehlich@lockelord.com
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: W. Steven Bryant 600 Congress Avenue Ste. 2200 Austin TX 78701	sbryant@lockelord.com
Counsel to Active Media Services, Inc., d/b/a Active International	Lowenstein Sandler LLP	Attn: Bruce Buechler One Lowenstein Drive Roseland NJ 07068	bbuechler@lowenstein.com
Counsel to LG Electronics USA, Inc. and Valvoline	Lowenstein Sandler LLP	Attn: Bruce S. Nathan, Esq., Eric S. Chafetz, Esq. 1251 Avenue of the Americas New York NY 10020	echafetz@lowenstein.com bnathan@lowenstein.com
Counsel to Trinet Essential Facilities XXVII, Inc.	Lubin Olson & Niewiadomski LLP	Attn: Dennis D. Miller The Transamerica Pyramid 600 Montgomery Street, 14th Floor San Francisco CA 94111	dmiller@lubinolson.com
Counsel to City of Minneapolis	Mayerson & Hartheimer PLLC	Attn: David H. Hartheimer 845 Third Avenue New York NY 10022	david@mhlaw-ny.com
Counsel to the County of Anderson, Texas, Bastrop County Water Control and Improvement District #2, The County of Bastrop, Texas, Tax Appraisal District of Bell County, The County of Bosque, Texas, Bowie Central Appraisal District, The County of Brazos, Texas, Brown County Appraisal District, Burnet Central Appraisal District, Cherokee County Appraisal District, The County of Cherokee, Texas, The County of Comal, Texas, The County of Coryell, Texas, The County of Denton, Texas, Denton County Road Utility District #1, County of Erath, The County of Guadalupe, Texas, Harrison Central Appraisal District, The County of Harrison, Texas, The County of Hays, Texas, The County of Henderson, Texas, The County of Jasper, Texas, Groesbeck Independent School District, The City of Groesbeck, Texas, Mexia Independent School District, City of Waco and/or Waco Independent School District, Midland Central Appraisal District, Central Appraisal District of Taylor County, Terry County Appraisal District, The County of Wharton, Texas and The County of Williamson, Texas, (jointly "The Texas Ad Valorem Taxing Jurisdictions")	McCreary, Veselka, Bragg & Allen, P.C.	Attn: Lee Gordon, Tara LeDay P. O. Box 1269 Round Rock TX 78680	tleday@mvalaw.com
Counsel to Automotive Rentals, Inc., and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Brian S. McGrath, Kristen D. Romano 112 West 34th Street Suite 1515 New York NY 10120	bmcgrath@mcglinchey.com kromano@mcglinchey.com
Counsel to Automotive Rentals, Inc. and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Mark J. Chaney, Esq., Richard A. Aguilar, Esq., Rudy J. Cerone, Esq. 601 Poydras Street 12th Floor New Orleans LA 70130	mchaney@mcglinchey.com raguilar@mcglinchey.com rcerone@mcglinchey.com
Counsel to Winners Industry Co., Ltd.	McKool Smith, P.C.	Attn: H. Jeffrey Schwartz One Bryant Park 47th Floor New York NY 10036	hjschwartz@mckoolsmith.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Creditors Loki Investments, LLC, Michael Rue, J. Terry Eager and Susan B. Eager, as Co-Trustees of the J. Terry Eager Family Trust-1995, and CEMR Properties	Meegan, Hanschu & Kassenbrock	Attn: David Meegan 11341 Gold Express Drive Suite 110 Gold River CA 95670	dmeegan@mhsacto.com
Counsel to Royal Consumer Products, LLC	Meister Seelig & Fein LLP	Attn: Christopher J. Major 125 Park Avenue 7th Floor New York NY 10017	cjm@msf-law.com
Counsel to Prince George's County, Maryland, Calvert County, Maryland and Charles County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue Suite 400 Riverdale MD 20737-1385	nkenworthy@mrrlaw.net
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Andrew M. Leblanc 1850 K Street, NW Suite 1100 Washington DC 20006	ALeblanc@milbank.com
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Craig M. Price 28 Liberty Street New York NY 10005-1413	cprice@milbank.com
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Robert J. Liubicic 2029 Century Park East 33rd Floor Los Angeles CA 90067	RLiubicic@milbank.com
Counsel to Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Attn: Steven A. Ginther, Special Assistant Attorney General 301 W. High Street, Room 670 P.O. Box 475 Jefferson City MO 65105-0475	sdnyecf@dor.mo.gov
Counsel to Axiom Corporation	Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.	Attn: Stan D. Smith 425 West Capitol Avenue Suite 1800 Little Rock AR 72201-3525	ssmith@mwlaw.com
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Laura McCarthy One Federal Street 32nd Fl Boston MA 02110-1726	laura.mccarthy@morganlewis.com
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Neil E. Herman 101 Park Avenue New York NY 10178-0600	neil.herman@morganlewis.com
Counsel to Net Lease Management Partners, L.L.C., Greensboro Lease Management, L.L.C., and Brighton Lease Management, L.L.C.	Morris James LLP	Attn: Stephen M. Miller 500 Delaware Avenue, Suite 1500 P.O. Box 2306 Wilmington DE 19899-2306	smiller@morrisjames.com
Counsel to Lefmark Tamiami, Inc.	Morris, Nichols, Arsh & Tunnell LLP	Attn: Curtis S. Miller, Joseph C. Barsalona II 1201 North Market Street P.O. Box 1347 Wilmington DE 19899	cmiller@mnat.com jbarsalona@mnat.com
Counsel to SRC O.P. LLC, SRC Facilities LLC and SRC Real Estate (TX) LLC	Morrison & Foerster LLP	Attn: Brett H. Miller, Mark Alexander Lightner 250 West 55th Street New York NY 10019-9601	BrettMiller@mofo.com MLightner@mofo.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Icon Health & Fitness, Inc.	Morrison & Foerster LLP	Attn: Jennifer L. Marines, Benjamin W. Butterfield 250 West 55th Street New York NY 10019	jmarines@mofo.com bbutterfield@mofo.com
Counsel to Allure Gems, LLC	Morrison Cohen LLP	Attn: Joseph T. Moldovan, Robert K. Dakis 909 Third Avenue New York NY 10022	bankruptcy@morrisoncohen.com
Counsel to Puerto Rico Supplies Group, Inc. and its subsidiaries and/or affiliates, Glamour Corporation, Healthtex Distributors PR, Inc., PRS Export Group, LLC, PRS On Time Distributors, LLC. (collectively "PRSG").	MRO Attorneys at Law, LLC	Attn: Myrna L. Ruiz-Olmo, Esq. PO Box 367819 San Juan PR 00936-7819	mro@prbankruptcy.com
Counsel to Whirpool Corporation	Munger, Tolles & Olson, LLP	Attn: Bradley R. Schneider, Thomas B. Walper 350 South Grand Avenue 50th Floor Los Angeles CA 90071-1560	bradley.schneider@mto.com thomas.walper@mto.com
Counsel to International Airport Center, Inc.	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry 500 N. Akard Street Suite 3800 Dallas TX 75201-6659	dperry@munsch.com
National Association of Attorneys General	National Association of Attorneys General	Attn: Karen Cordry 1850 M St., NW 12th Floor Washington DC 20036	kcordry@naag.org
Counsel to Michelin North America, Inc.	Nelson Mullins Riley & Scarborough LLP	Attn: Jody A. Bedenbaugh 1320 Main Street, 17th Floor Post Office Box 11070 (29211) Columbia SC 29201	jody.bedenbaugh@nelsonmullins.com
Counsel to Retail Opportunity Investments Corp.	Nelson Mullins Riley & Scarborough LLP	Attn: Shane G. Ramsey 280 Park Avenue 15th Floor West New York NY 10017	shane.ramsey@nelsonmullins.com
New York State Department of Taxation and Finance	New York State Department of Taxation and Finance	Attn: Enid Nagler Stuart; Assistant Attorney General Special Bankruptcy Counsel, Office of the New York State Attorney General 28th Liberty Street, 17th Floor New York NY 10005	enid.stuart@ag.ny.gov
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Christopher M. Desiderio 55 West 46th Street New York NY 10036	cdesiderio@nixonpeabody.com
Counsel to Coral Reef Asia Pacific a/k/a White Mountain Footwear and 266 Route 125, LLC	Nixon Peabody, LLP	Attn: Daniel W. Sklar, Esquire 900 Elm Street	dsklar@nixonpeabody.com
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Richard C. Pedone 100 Summer Street Boston MA 02110	rpedone@nixonpeabody.com
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Bob B. Bruner 1301 McKinney Suite 5100 Houston TX 77010	bob.bruner@nortonrosefulbright.com
Counsel to World Technologies, Inc. d/b/a Techtronic Industries Power Equipment; Cantor Fitzgerald Securities as Administrative Agent and Collateral Agent under the Superpriority Junior Lien Secured DIP Credit Agreement; Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Howard Seife, Christy Rivera, Stephen Castro, David A. Rosenzweig 1301 Avenue of the Americas New York NY 10019-6022	howard.seife@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com stephen.castro@nortonrosefulbright.com david.rosenzweig@nortonrosefulbright.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Commonwealth of Pennsylvania, Department of Revenue	Office of Attorney General	Attn: Carol E. Momjian, Josh Shapiro The Phoenix Building 1600 Arch Street, Suite 300 Philadelphia PA 19103	cmomjian@attorneygeneral.gov
Counsel to the Comptroller of Public Accounts of the State of Texas	Office of the Texas Attorney General	Attn: Rachel R. Obaldo, Assistant Attorney General Bankruptcy & Collections Division MC 008 P.O. Box 12548 Austin TX 78711-2548	rachel.obaldo@oag.texas.gov
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Ste. 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Albena Petrakov, Esq. 10 East 40th Street New York NY 10016	apetrakov@offitkurman.com
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Stephen A. Metz, Esq. 4800 Montgomery Lane 9th Floor Bethesda MD 20814	smetz@offitkurman.com
Counsel to J.W. Mitchell Company, LLC	O'Keefe & Associates Law Corporation, P.C.	Attn: Sean A. O'Keefe 130 Newport Center Drive Suite 140 Newport Beach CA 92660	sokeefe@okeefelc.com
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Darren L. Patrick 400 South Hope Street Los Angeles CA 90071-2899	dpatrick@omm.com
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Jennifer Taylor Two Embarcadero Center, 28th Floor San Francisco CA 94111	jtaylor@omm.com
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Matthew P. Kremer Times Square Tower 7 Times Square New York NY 10036	mkremer@omm.com
Counsel to Invicta Watch Company of America, Inc.	Orshan, P.A.	Attn: Paul L. Orshan, Esq. 701 Brickell Ave., Suite 2000 Miami FL 33131	paul@orshanpa.com
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Attn: Lily Wang No 9 Yueyang Road, Building B Qingdao Shandong 266000 China	lily@pacogarment.com
Counsel to Hangzhou GreatStar Industrial Co., Ltd	Parker Poe Adams & Bernstein LLP	Attn: Kiah T. Ford IV 401 South Tryon Street Suite 3000 Charlotte NC 28202	chipford@parkerpoe.com
Counsel to GACP II, L.P.	Paul Hastings LLP	Attn: Leslie A. Plaskon, Esq., Andrew V. Tenzer, Esq., Shlomo Maza, Esq. 200 Park Avenue New York NY 10166	leslieplaskon@paulhastings.com andrewtenzer@paulhastings.com shlomomaza@paulhastings.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Proposed Conflict Counsel for Debtors and Debtors in Possession	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Paul M. Basta, Kelley A. Cornish, Lewis R. Clayton, Susanna M. Buergel, Robert Britton, Jonathan Hurwitz 1285 Avenue of the Americas New York NY 10019	pbasta@paulweiss.com kcornish@paulweiss.com lclayton@paulweiss.com sbuergel@paulweiss.com rbritton@paulweiss.com jhurwitz@paulweiss.com
Counsel to Red Bull North America, Inc.	Pepper Hamilton LLP	Attn: Henry Jaffe, Kenneth A. Listwak Hercules Plaza, Suite 5100 1313 N. Market Street Wilmington DE 19899-1709	jaffeh@pepperlaw.com listwakk@pepperlaw.com
Local Counsel for the Certain Texas Taxing Entities	Perdue Brandon Fielder Collins and Mott, LLP	Attn: Eboney Cobb, Esq. 500 East Border Street Suite 640 Arlington TX 76010	ecobb@pbfcml.com
Counsel to Fayette County, Kerr County, City of Weslaco, Weslaco Independent School District, Kendall County, Maverick County & Uvalde County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: John T. Banks 3301 Northland Drive Suite 505 Austin TX 78731	jbanks@pbfcml.com
Counsel to Richardson ISD, City of Garland, Garland ISD, Carrollton-Farmers Branch ISD	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Ebony Cobb 500 E. Border Street Suite 640 Arlington TX 76010	ecobb@pbfcml.com
Counsel to Lubbock Central Appraisal District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe P.O. Box 817 Lubbock TX 79408	lmbkr@pbfcml.com
Counsel to Spring Branch Independent School District, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik 1235 North Loop West Suite 600 Houston TX 77008	osonik@pbfcml.com
Counsel to Norton Mailman Associates	Pick & Zabicki LLP	Attn: Douglas J. Pick 369 Lexington Avenue 12th Floor New York NY 10017	dpick@picklaw.net
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Pierce McCoy, PLLC	Attn: Jonathan A. Grasso 85 Broad Street Suite 17-063 New York NY 10004	jon@piercemccoy.com
Counsel to Tote, Inc.	Price Meese Shulman & D'Arminio, P.C.	Attn: Rick A. Steinberg 50 Tice Boulevard Suite 380 Woodcliff Lake NJ 07677	rsteinberg@pricemeese.com
Counsel to MCS Hemet Valley Center LLC	Procopio, Cory, Hargreaves & Savitch LLP	Attn: Gerald P. Kennedy 525 B Street Suite 2200 San Diego CA 92101	gerald.kennedy@procopio.com

Exhibit B

Email Master Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to ABC Supply Co. Inc.	Pryor & Mandelup, L.L.P.	Attn: Robert L. Pryor 675 Old Country Road Westbury NY 11590	rlp@pryormandelup.com
Counsel to Broad Street Station, LLC c/o Collett	Pryor Cashman LLP	Attn: Marie Polito Hofsdal 7 Times Square New York NY 10036	mhofsdal@pryorcashman.com
Counsel to Omega Advisors Inc.	Quinn Emanuel Urquhart & Sullivan LLP	Attn: Susheel Kirpalani, Jonathan E. Pickhardt, Andrew S. Corkhill, Matthew Scheck, Ellison Ward Merkel 51 Madison Avenue 22nd Floor New York NY 10010	susheelkirpalani@quinnemanuel.com jonpickhardt@quinnemanuel.com andrewcorkhill@quinnemanuel.com matthewscheck@quinnemanuel.com ellisonmerkel@quinnemanuel.com
Counsel to Southhaven Associates LLC	Reid and Riege, P.C.	Attn: Charles J. Filardi, Jr. One Financial Plaza 21st Floor Hartford CT 06103	cfilardi@rrlawpc.com
Counsel to Miele, Inc.	Reiss+Preuss LLP	Attn: Guy A. Reiss, Erik Tikkainen 200 West 41st Street 20th Floor New York NY 10036	greiss@reisspreuss.com etikkanen@reisspreuss.com
Counsel to CM Grayson, LLC	Rice Pugatch Robinson Storfer & Cohen, PLLC	Attn: Chad P. Pugatch 101 Northeast Third Avenue Suite 1800 Fort Lauderdale FL 33301	cpugatch@rprslaw.com
Counsel to Sante Marcoccia	Rich Michaelson Magaliff, LLP	Attn: Howard P. Magaliff 335 Madison Avenue 9th Floor New York NY 10017	hmagaliff@r3mlaw.com
Counsel to Community Unit School District 300	Robbins, Schwartz, Nicholas, Lifton & Taylor, Ltd.	Attn: Kenneth M. Florey, M. Neal Smith 631 E. Boughton Road Suite 200 Bolingbrook IL 60440	kflorey@robbins-schwartz.com nsmith@robbins-schwartz.com
Counsel to Miele, Inc.	Robert E. Michael & Associates PLLC	Attn: Robert E. Michael, Aaron Hume 5911 Riverdale Avenue New York NY 10471	Robert.e.michael.esq@gmail.com Aron.hume@gmail.com
Counsel to East End Commons Associates LLC, Wolf Family Series LP d/b/a Series III, Wolf Family Series LP d/b/a Series VII; Ontario Enterprises of the Wolf Family Series LP	Robinson Brog Leinwand Greene Genovese & Gluck P.C.	Attn: Fred B. Ringel, Esq., Robert M. Sasloff 875 Third Avenue 9th Floor New York NY 10022	fbr@robinsonbrog.com rms@robinsonbrog.com
Counsel to Apex Tool Group, LLC and Icon DE Holdings LLC and Icon NY Holdings LLC	Ropes & Gray LLP	Attn: Gregg M. Galardi, Kimberly J. Kodis, Sam N. Ashuraey 1211 Avenue of the Americas New York NY 10036-8704	gregg.galardi@ropesgray.com kimberly.kodis@ropesgray.com sam.ashuraey@ropesgray.com
Counsel to Cross Country Home Services, Inc., and Duff & Phelps, LLC	Ropes & Gray LLP	Attn: James M. Wilton, Patricia I. Chen, Stephen Moeller-Sally, Joshua Y. Sturm Prudential Tower 800 Boylston Street Boston MA 02199-3600	james.wilton@ropesgray.com patricia.chen@ropesgray.com ssally@ropesgray.com joshua.sturm@ropesgray.com
Counsel to Duff & Phelps, LLC	Ropes & Gray LLP	Attn: Nicholas M. Berg, Timothy Farrell 191 North Wacker Drive 32nd Floor Chicago IL 60606-4302	nicholas.berg@ropesgray.com timothy.farrell@ropesgray.com

DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Cranston/BVT Associates, LLP	Rosen & Associates, P.C.	Attn: Sanford P. Rosen, Esq. 747 Third Avenue New York NY 10017-2803	srosen@rosenpc.com
Counsel to RubyRed Garment Manufacturing S.A.E. (Jerseywear)/Egypt	Rubin LLC	Attn: Paul A. Rubin 345 Seventh Avenue 21st Floor New York NY 10001	prubin@rubinlawllc.com
Counsel to Colonial Properties LLC, Groveport Lynx LLC, Lawrence Mart LLC, USP Aerospace Solutions, Inc.	Ruskin Moscou Faltischek, P.C.	Attn: Michael S. Amato, Esq. East Tower, 15th Floor 1425 RXR Plaza Uniondale NY 11556-1425	mamato@rmfpc.com
Counsel to AmCap Wilson II, LLC, Wilson Norridge, LLC, and HRA Fountains LP	S&D Law	Attn: Steven W. Kelly, Esq. 1290 Broadway Suite 1650 Denver CO 80203	skelly@s-d.com
Counsel to Ray Padula Holdings, LLC	Sahn Ward Coschignano, PLLC	Attn: Robert A. Abiuso, Matthew C. McCann 333 Earle Ovington Boulevard Suite 601 Uniondale NY 11553	mmccann@swc-law.com rabiuso@swc-law.com
Counsel to Sakar International Inc.	Sakar	Attn: Jay Weinblatt 195 Carter Drive Edison NJ 08817	jweinblatt@sakar.com
Counsel to International Business Machines Corporation & Advance Magazine Publishers Inc.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Abigail Snow, Pamela Bosswick 230 Park Avenue New York NY 10169	cbelmonte@ssbb.com asnow@ssbb.com pbosswick@ssbb.com
Counsel to the Ciuffo Family Trust	Schiff Hardin LLP	Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq. 666 Fifth Avenue Suite 1700 New York NY 10103	lidelucia@schiffhardin.com afiedler@schiffhardin.com
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Seward & Kissel LLP	Attn: John R. Ashmead, Esq. & Arlene R. Alves, Esq. One Battery Park Plaza New York NY 10004	ashmead@sewkis.com alves@sewkis.com
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Seyfarth Shaw LLP	Attn: Edward M. Fox 620 8th Avenue New York NY 10018	emfox@seyfarth.com
Counsel to Oracle Elevator Company	Shapiro, Blasi, Wasserman & Hermann, P.A.	Attn: Richard P. Hermann, Matthew Kish, Jennifer Shafer 7777 Glades Road Suite 400 Boca Raton FL 33434	rhermann@sbwh.law mkish@sbwh.law jshafer@sbwh.law floridaservice@sbwh.law
Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	Attn: Fredric Sosnick, Sara Coelho 599 Lexington Avenue New York NY 10022	fsosnick@shearman.com sara.coelho@shearman.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	Attn: Alan M. Feld, Esq., Ted Cohen, Esq. 30 Rockefeller Plaza New York NY 10112	afeld@sheppardmullin.com tcohen@sheppardmullin.com
Counsel to Manco Florida Associates, LLC	Shutts & Bowen LLP	Attn: Ryan C. Reinert, Esq. 4301 W. Boy Scout Blvd Suite 300 Tampa FL 33607	rreinert@shutts.com
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq. 225 West Washington Street Indianapolis IN 46204	rtucker@simon.com
Counsel to Summit Portraits, LLC	Singer & Levick, P.C.	Attn: Michelle E. Shriro 16200 Addison Road Suite 140 Addison TX 75001	mshriro@singerlevick.com
Counsel for Pennsee, LLC, Loyal Holdings DE LLC and Westfall Town Center JV	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon, Esquire 123 South Broad Street Suite 2100 Philadelphia PA 19109	dplon@sirlinlaw.com
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 4 Times Square New York NY 10036	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com
Counsel to Quest Resource Management Group, LLC	Skierski Jain PLLC	Attn: Doug Skierski, Kristin H. Jain 400 N. St. Paul Suite 510 Dallas TX 75201	enotices@skijain.com
Counsel to Paco (China) Garment Ltd.	Smiley Wang-Ekvall, LLP	Attn: Lei Lei Wang Ekvall, Philip E. Strok 3200 Park Center Drive Suite 250 Costa Mesa CA 92626	pstrok@swelawfirm.com
Counsel to Red Bull North America, Inc.	Snell & Wilmer L.L.P.	Attn: Robert R. Kinias 3883 Howard Hughes Parkway #1100 Las Vegas NV 89169-5958	rkinas@swlaw.com
Counsel to Florida Self-Insurers Guaranty Association, Inc.	Sorenson Van Leuven, PLLC	Attn: James E. Sorenson PO Box 3637 Tallahassee FL 32315-3637	bk@svllaw.com
Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf & Patrick M. Ryan 1 N. Old State Capitol, Suite 200 P.O. Box 5131 Springfield IL 62705-5131	darolf@sorlinglaw.com pmryan@sorlinglaw.com
Counsel to Levin Management Corporation, Phillips Edison & Company, Conopco Inc. dba Unilever	Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin P.O. Box 5315 Princeton NJ 08543	tonder@stark-stark.com jlemlkin@stark-stark.com
Counsel to East Penn Manufacturing Co.	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis 485 Madison Avenue 20th Floor New York NY 10022	cp@stevenslee.com
Counsel for Telesoft Corp.	Stinson Leonard Street LLP	Attn: Thomas J. Salerno 1850 N. Central Avenue Suite 2100 Phoenix AZ 85004-4584	thomas.salerno@stinson.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Dell Financial Services L.L.C	Streusand, Landon, Ozburn & Lemon, LLP	Attn: Sabrina L. Streusand 1801 S. Mopac Expressway Suite 320 Austin TX 78746	streusand@slollp.com
Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan Bhattacharyya 180 Maiden Lane New York NY 10038	khansen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com
Counsel to Fairholme Capital Management, LLC, and the Fairholme Funds, Inc.	Sullivan & Cromwell LLP	Attn: Andrew G. Dietderich, Brian D. Glueckstein, David R. Zylberberg 125 Broad Street New York NY 1004-2498	dietdericha@sullcrom.com zylberbergd@sullcrom.com
Counsel for Izek Shomof and Alene Shomof Irrevocable Children's Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC	SulmeyerKupetz, A Professional Corporation	Attn: David S. Kupetz & Claire K. Wu 333 South Grand Avenue Suite 3400 Los Angeles CA 90071	dkupetz@sulmeyerlaw.com ckwu@sulmeyerlaw.com
Counsel to KG Denim Limited	Suri Law Office	Attn: Vivek Suri, Esq. 20 Vesey Street Suite 300 New York NY 10007	lawyer@surilawoffice.com
Counsel to Alexandria Pelletteri & Thomas Pelletteri	Szaferman, Lakind, Blumstein, & Blader P.C.	Attn: Bruce M. Sattin, Esq. 101 Grovers Mill Road Suite 200 Lawrenceville NJ 08648	bsattin@szaferman.com
Counsel to Vertical Industrial Park Associates	Tannenbaum Helpern Syracuse & Hirschtritt LLP	Attn: Michael J. Riela 900 Third Avenue 13th Floor New York NY 10022	Riela@thsh.com
Counsel to the Taubman Landlords	Taubman Landlords	Attn: Andrew S. Conway 200 East Long Lake Road Suite 300 Bloomfield Hills MI 48304	aconway@taubman.com
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov
Counsel to Mien Co., Ltd., Helen Andrews Inc	The Saracheck Law Firm	Attn: Joseph E. Saracheck 101 Park Avenue 27th Floor New York NY 10178	joe@sarachecklawfirm.com
Counsel to 1803, LLC, and Camegaran, LLC	The Tsang Law Firm, P.C.	Attn: Michael Tsang 40 Wall Street 26th Floor New York NY 10005	mtsang@tsanglawfirm.com
Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Attn: Curtis L. Tuggle 3900 Key Center 127 Public Square Cleveland OH 44114-1291	Curtis.Tuttle@ThompsonHine.com

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Email Master Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301200 China	powerwangtxks@vip.126.com
Counsel to the Tennessee Department of Revenue	TN Dept of Revenue	Attn: Herbert H. Slattery III, Marvin E. Clements, Jr. c/o TN Attorney General's Office, Bankruptcy Division PO Box 20207 Nashville TN 37202-0207	AGBankNewYork@ag.tn.gov
Counsel to MP Holdings LLC and Larry D. Kelley	Trainor Fairbrook	Attn: Jennifer L. Pruski 980 Fulton Avenue Sacramento CA 95825	jpruski@trainorfairbrook.com
Counsel to Travis County	Travis County Attorney	Attn: David Escamilla, Kay D. Brock P.O. Box 1748 Austin TX 78767	kay.brock@traviscountytexas.gov
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division 86 Chambers Street 3rd Floor New York NY 10007	David.Jones6@usdoj.gov Jeffrey.Oestericher@usdoj.gov Joseph.Cordaro@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov
Counsel to Village of Hoffman Estates	Vedder Price P.C.	Attn: Joshua A. Dunn, Esq., Michael Schein 1633 Broadway 31st Floor New York NY 10019	jdunn@vedderprice.com
Counsel to Agri-Fab, Inc.	Vedder Price P.C.	Attn: Kevin J. Etzel 1633 Broadway 31st Floor New York NY 10019	ketzel@vedderprice.com
Counsel to NorthStar Group Services, Inc., and Village of Hoffman Estates	Vedder Price P.C.	Attn: Michael L. Schein 1633 Broadway 31st Floor New York NY 10019	mschein@vedderprice.com
Counsel to Verizon Capital Corp. and NCC Key Company	Verizon Capital Corp.	Attn: Marva M. Levine 221 East 37th Street 7th Floor New York NY 10016	marva.m.levine@verizon.com
Counsel to Hanesbrands, Inc.	Waldrep LLP	Attn: Thomas W. Waldrep, Jr. 101 S. Stratford Road Suite 210 Winston-Salem NC 27104	notice@waldrepllp.com
Counsel to Schindler Elevator Corporation	Walsh Pizzi O'Reilly Falanga LLP	Attn: Stephen V. Falanga, Esq. One Riverfront Plaza 1037 Raymond Blvd., Ste. 600 Newark NJ 07012	sfalanga@walsh.law
Counsel to Wolverine World Wide, Inc. and its affiliates, Chervon (HK), Ltd.	Warner Norcross + Judd LLP	Attn: Gordon J. Toering 900 Fifth Third Center 111 Lyon Street, NW Grand Rapids MI 49503	gtoering@wnj.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Levcom Wall Plaza Associates and West Orange Plaza	Wasserman, Jurista & Stoltz, P.C.	Attn: Donald W. Clarke 110 Allen Rd. Ste. 304 Basking Ridge NJ 07920	Dclarke@wjslaw.com ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny SinghJared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	
Counsel to Lake Success Shopping Center LLC and CE Vernon II, LLC	Weiss Zarett Brofman Sonnenklar & Levy, P.C.	Attn: Michael D. Brofman, Esq. 3333 New Hyde Park Road Suite 211 New Hyde Park NY 11042	mbrofman@weisszarett.com
Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.	Attn: Scott D. Fink Lakeside Place, Suite 200 323 W. Lakeside Avenue Cleveland OH 44113-1099	sfink@weltman.com
Counsel to Amerco Real Estate Company, Salesforce.com, Inc., Cisco Systems, Inc., and Google LLC	White and Williams LLP	Attn: James C. Vandermark 7 Times Square Suite 2900 New York NY 10036-6524	vandermarkj@whiteandwilliams.com
Counsel to the J.M. Smucker Company and Ainsworth Pet Nutrition LLC	Whiteford, Taylor & Preston LLC	Attn: Stephen B. Gerald The Renaissance Centre 405 North King Street, Suite 500 Wilmington DE 19801-3700	sgerald@wtplaw.com
Counsel to 156 Tom Hill LLC	Wiles & Wiles, LLP	Attn: Victor W. Newmark, Esq. 800 Kennesaw Avenue Suite 400 Marietta GA 30060-7946	bankruptcy@evict.net
Counsel to Capref Burbank, LLC	Williams Legal Advisory Group, LLC	Attn: Amy M. Williams 169 Ramapo Valley Road Suite 106 Oakland NJ 07436	awilliams@williamsadvisors.com
Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	Attn: Alan J. Lipkin, Gabriel Brunswick 787 Seventh Avenue New York NY 10019	alipkin@willkie.com gbrunswick@willkie.com
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy 501 Carr Road Suite 100 Wilmington DE 19801	phealy@wsfsbank.com
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street Wilmington DE 19890-0001	scimalore@wilmingtontrust.com
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: David L. Tillem 1133 Westchester Avenue White Plains NY 10604	david.tillem@wilsonelser.com

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Email Master Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to 4th Street South II, LLC	Witte Law Offices, PLLC	Attn: Norman C. Witte 119 E. Kalamazoo Street Lansing MI 48933-2111	ncwitte@wittelaw.com
Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron 11400 West Olympic Boulevard 9th Floor Los Angeles CA 90064-1582	saron@wrslawyers.com
Counsel to Fruit of the Loom, Inc., Vanity Fair Brands, LP and Russell Brands, LLC	Wyatt, Tarrant & Combs, LLP	Attn: Mary L. Fullington 250 West Main Street Suite 1600 Lexington KY 40507-1746	mfullington@wyattfirm.com
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Attn: Thomas A. Zimmerman, Jr. 77 West Washington Street Suite 1220 Chicago IL 60602	tom@attorneyzim.com

Exhibit C

Exhibit C

Cure Objectors Service List
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DESCRIPTION	NAME	NOTICE NAME	EMAIL
Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	AKIN GUMP STRAUSS HAUER & FELD LLP	IRA S. DIZENGOFF, PHILIP C. DUBLIN, ABID QURESHI, JOSEPH L. SORKIN, & SARA L. BRAUNER	idizengoff@akingump.com; pdublin@akingump.com; aqureshi@akingump.com; jsorkin@akingump.com; sbrauner@akingump.com
Official Committee of Unsecured Creditors (UCC)	AKIN GUMP STRAUSS HAUER & FELD LLP	IRA S. DIZENGOFF, PHILIP C. DUBLIN, ABID QURESHI, JOSEPH L. SORKIN, & SARA L. BRAUNER	idizengoff@akingump.com; pdublin@akingump.com; aqureshi@akingump.com; jsorkin@akingump.com; sbrauner@akingump.com
Globant LLC	ARCHER & GREINER, P.C.	ALLEN G. KADISH, HARRISON H.D. BREAKSTONE	akadish@archerlaw.com; hbreakstone@archerlaw.com
Community School District 300	ARCHER & GREINER, P.C. ROBBINS, SCHWARTZ, NICHOLAS, LIFTON & TAYLOR, LTD. GENSBURG CALANDRIELLO & KANTER, P.C.	ALLEN G. KADISH & HARRISON H.D. BREAKSTONE KENNETH M. FLOREY & M. NEAL SMITH MATTHEW T. GENSBURG	akadish@archerlaw.com; hbreakstone@archerlaw.com; kflorey@robbins-schwartz.com; nsmithe@robbins-schwartz.com; mgensburg@gcklegal.com
Rare Hospitality Management, LLC	ARENT FOX LLP	ANDREW I. SILFEN; BETH M. BROWNSTEIN	andrew.silfen@arentfox.com; beth.brownstein@arentfox.com
Orkin, LLC	ARNALL GOLDEN GREGORY LLP	DARRYL S. LADDIN	darryl.laddin@agg.com
AT&T	ARNOLD & PORTER KAYE SCHOLER LLP	BRIAN J. LOHAN & STEVEN FRUCHTER	brian.lohan@arnoldporter.com; steven.fruchter@arnoldporter.com
American Greetings Corporation	BAKER & HOSTETLER LLP	ERIC R. GOODMAN & FERVE KHAN	egoodman@bakerlaw.com; fkhan@bakerlaw.com
Acadia Realty Limited et al.	BALLARD SPAHR LLP	DAVID L. POLLACK, DUSTIN P. BRANCH, LESLIE C. HEILMAN, PAUL E. HARNER, ALYSSA E. KUTNER	Pollack@ballardspahr.com; branchd@ballardspahr.com; heilman@ballardspahr.com; harnerp@ballardspahr.com; kutner@ballardspahr.com
S-Tract, LLC	Ballard Spahr LLP	Paul E. Harner, Alyssa E. Kutner	harnerp@ballardspahr.com; kutner@ballardspahr.com
Willis Towers Watson PLC, Willis Towers Watson US LLC, Towers Watson Investment Services, Inc. and their Affiliates	BALLARD SPAHR LLP	MATTHEW G. SUMMERS, ESQUIRE, LAUREL D. ROGLEN, ESQUIRE	summersm@ballardspahr.com; roglenl@ballardspahr.com
DGI LS, LLC	Barclay Damon LLP	Kevin M. Newman	knewman@barclaydamon.com
JPMG Mamassis Mall Owner LLC and Poughkeepsie Galleria LLC	Barclay Damon LLP	Kevin M. Newman	knewman@barclaydamon.com
Salmon Run Shopping Center, LLC and S&R Company of West Seneca NewCo LLC	Barclay Damon LLP	Kevin M. Newman	knewman@barclaydamon.com
Shillington Plaza, LLC and Light 125 James West LLC	Barclay Damon LLP	Kevin M. Newman	knewman@barclaydamon.com
Urschel Development Corporation (Store No. 7042)	BARNES & THORNBURG LLP	MARK R. OWENS	mowens@btlaw.com
Retail Opportunity Investments Corp.	Bayard, PA/ Nelson Mullins Riley & Scarborough LLP	Evan T. Miller/ Shane G. Ramsey	shane.ramsey@nelsonmullins.com; emiller@bayardlaw.com
M&G JEWELERS, INC.	Bell Nunnally & Martin LLP	Russell W. Mills	rmills@bellnunnally.com
PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Michael J. Barrie, Kevin M. Capuzzi	mbarrie@beneschlaw.com; kcapuzzi@beneschlaw.com
MCG Landlords	BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP; MOON WRIGHT AND HOUSTON, PLLC	Michael J. Barrie, Kevin M. Capuzzi, Andrew T. Houston	mbarrie@beneschlaw.com; kcapuzzi@beneschlaw.com; ahoustan@mwhatorneys.com
Niagra Bottling LLC	BEST BEST & KRIEGER LLP	CAROLINE R. DJANG	caroline.djang@bbkllaw.com
Kin Landlords	BLANK ROME LLP	JEFFREY RHODES, EVAN J. ZUCKER	ezucker@blankrome.com; jrhodes@blankrome.com
Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Hareff LLC; Hillsborough Associates; Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; and Sugengsteve LLC	Blank Rome LLP	Evan J. Zucker, Jeffrey Rhodes	ezucker@blankrome.com; jrhodes@blankrome.com
Liberty Property Limited Partnership	BLANK ROME LLP	BRYAN J. HALL & JOHN E. LUCIAN	BHall@Blankrome.com; Lucian@Blankrome.com
Berkeley Mall, LLC	Blank Rome LLP/Caudle & Spears, PA	Ira L. Herman, Jeffrey L. Helms	iherman@BlankRome.com; jhelms@caudlespears.com
GlobalTranz Enterprises, Inc.	BLANK ROME LLP; QUARLES & BRADY LLP	IRA L. HERMAN; LAUREN N. BESLOW	iherman@BlankRome.com; Lauren.Beslow@quarles.com
SAP Industries, Inc.	BROWN & CONNERY, LLP	JULIE F. MONTGOMERY	jmontgomery@brownconnery.com
Primark US Corp.	BROWN RUDNICK LLP	ANDREW P. STREHLE, GERARD T. CICERO	astrehle@brownrudnick.com; gcicero@brownrudnick.com
SupplyLogix LLC	BUCHALTER, P.C.	JEFFREY GARFINKLE	jgarfinkle@buchalter.com
Fedex Cusotm Critical, Inc.	BUCHANAN INGERSOLL & ROONEY PC	CHRISTOPHER P. SCHUELLER	christopher.schueller@bipc.com
Fedex Supply Chain, Inc.	BUCHANAN INGERSOLL & ROONEY PC	CHRISTOPHER P. SCHUELLER	christopher.schueller@bipc.com
Argonaut Insurance Company	CADWALADER, WICKERSHAM & TAFT LLP	ERIC G. WAXMAN III, ANTHONY DE LEO	eric.waxman@cwt.com; anthony.deleo@cwt.com
Forbes/Cohen Florida Properties, L.P.	CARSON FISCHER, PLC	ROBERT M. CARSON, ROBERT A. WEISBERG	rcarson@carsonfischer.com; rweisberg@carsonfischer.com

Exhibit C

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Served via Email

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Canal Street Property, LLC	CHAFFE MCCALL, LLP	FERNAND L. LAUDUMIEY, IV	laudumiey@chaffe.com
Richards Canal Street Property, LLC	CHAFFE McCALL, LLP	Fernand L. Laudumiey, IV	laudumiey@chaffe.com
WSSR, LLC	Chapman and Cutler LLP	Laura E. Appleby, Steven Wilamowsky	appleby@chapman.com; wilamowsky@chapman.com
Cardinal Health 110, et al.	CHIESA SHAHINIAN & GIANTOMASI PC	SCOTT A. ZUBER, ESQ. & BETH J. ROTENBERG, ESQ.	szuber@csglaw.com; brotenberg@csglaw.com
Tri-County Mall, LLC	CHIESA SHAHINIAN & GIANTOMASI PC	FRANK PERETORE	
Winiadaewood Electronics America, Inc.	PORTR WRIGHT MORRIS & ARTHUR LLP	SUSAN K. CLIFFEL	fperetore@csglaw.com; SCiffel@porterwright.com
Bradshaw Westwood Trust	CHOI & PARK, LLC	CHULL S. PARK, ESQ., HYUN SUK CHOI, ESQ.	cpark@choiandpark.com; hchoi@choiandpark.com
Vehicle Service Group, LLC d/b/a Rotary Lift-Dover Company	CKR LAW LLP/KOLEY JESSEN PC, LLO	Gilbert R. Saydah Jr.	gsaydah@ckrlaw.com
Werner Enterprises, Inc.	CKR LAW LLP; KOLEY JESSEN P.C., L.L.O.	EDWARD L. SCHNITZER;BRIAN KOENING	eschnitzer@ckrlaw.com; brian.koenig@koleyjessen.com
Epicor Software Corporation	CLARK HILL PLC; CLARK HILL STRASBURGER	EDWARD L. SCHNITZER;BRIAN KOENIG	eschnitzer@ckrlaw.com; Brian.Koenig@koleyjessen.com
Lakewood Shopping Center, LLC *** cannot find this party on cure notice	CLARK HILL, PLC	STEVEN M. RICHMAN; DUANE J. BRESCIA	srichman@clarkhill.com; duane.brescia@clarkhillstrasburger.com
Ramco Jackson Crossing Spe, LLC	CLARK HILL, PLC	DAVID M. BLAU	dblau@clarkhill.com
UAW, USW and Workers United	Cohen, Weiss and Simon LLP	DAVID M. BLAU	dblau@clarkhill.com
Blue Cross and Blue Shield of Illinois, a Division of Health Care Service Corporation, a Mutual Legal Reserve	CONLEY ROSENBERG & MENDEZ LLP	Richard M. Seltzer, Melissa S. Woods	rseltzer@cwsny.com; mwoods@cwsny.com
Cigna Entities	CONNOLLY GALLAGHER LLP	KELLY E. KLEIST	kek@crb-law.com
Servicenow, Inc.	COOLEY LLP	JEFFREY C. WISLER	jwisler@connollygallagher.com
National Distribution Centers, LLC	COZEN O'CONNOR	J. MICHAEL KELLY, ESQ.	kellyjm@cooley.com
Scents of Worth, Inc.	COZEN O'CONNOR	MARK E. FELGER, FREDERICK SCHMIDT	mfelger@cozen.com; eschmidt@cozen.com
Stanley Black & Decker	CRAVATH, SWAINE & MOORE LLP	FREDERICK E. SCHMIDT, JR.	eschmidt@cozen.com
Church Street, LLC	CUDDY & FEDER LLP	PAUL H. ZUMBRO, KARIN A. DEMASI, & DAVID J. KAPPOS	pzumbro@cravath.com; kdemasi@cravath.com; dkappos@cravath.com
Mauldin at Butler, LLC	CUDDY & FEDER LLP	ANDREW SCHRIEVER, BRENDAN GOODHOUSE	bgoodhouse@cuddyfeder.com
Grand Central Plaza, LLC	Davidson Fink, LLP	ANDREW SCHRIEVER, BRENDAN GOODHOUSE	bgoodhouse@cuddyfeder.com
Lakin Tire West Incorporated	DAY PITNEY LLP	Glenn M. Fjermedal, David L. Rasmussen	gfjermedal@davidsonfink.com; drasmussen@davidsonfink.com
Bonnier Corporation	DELBELLO DONNELLAN WEINGARTEN WISE & WIEDERKEHR LLP;MICHAEL BEST & FRIEDRICH LLP	JOSHUA W. COHEN;KEVIN C. BROWN	JVCOHEN@DAYPITNEY.COM; KBROWN@DAYPITNEY.COM
Felix Calls, LLC	DELBELLO DONNELLAN WEINGARTEN WISE & WIEDERKEHR LLP;MICHAEL BEST & FRIEDRICH LLP	DAWN KIRBY AND JULIE CVEK CURLEY; JONATHAN L. GOLD	dkirby@ddw-law.com; jcurley@ddw-law.com; jlgold@michaelbest.com
Greenhorn Ventures LLC	DELBELLO DONNELLAN WEINGARTEN WISE & WIEDERKEHR, LLP	DAWN KIRBY	dkirby@ddw-law.com
National Health Information Network, Inc. and PDX Inc.	DELBELLO DONNELLAN WEINGARTEN WISE & WIEDERKEHR, LLP	JULIE CVEK CURLEY	jcvek@ddw-law.com
Team Design Lighting & Contruction, LLC	DELBELLO DONNELLAN WEINGARTEN WISE & WIEDERKEHR, LLP	JULIE CVEK CURLEY	jcvek@ddw-law.com
Starboard Platform Brighton JV LLC	Dentons US LLP	Lauren Macksoud, Arthur H. Ruegger	lauren.macksoud@dentons.com; arthur.ruegger@dentons.com
North Plaza I, LLC, North Plaza II, LLC, North Plaza III, LLC	DLA PIPER LLP (US)	Alana M. Friedberg, Richard M. Kremen, Kristy N. Grace	alana.friedberg@dlapiper.com; richard.kremen@dlapiper.com; kristy.grace@dlapiper.com
RetailNext, Inc.	DLA PIPER LLP (US)	ERIC D. GOLDBERG	eric.goldberg@dlapiper.com
Orcale	DOSHI LEGAL GROUP, P.C.; BUCHALTER	AMISH R. DOSHI;SHAWN M. CHRISTIANSON;DEBORAH MILLER;BENJAMIN WHEELER	amish@doshilegal.com; schristianson@buchalter.com; vbanterpeo@buchalter.com
Prologis, LP; KTR LV Loan LLC; and KTR Ohio LLC	Drinker Biddle & Reath LLP	Marita S. Erbeck	marita.erbeck@dbr.com
Riskonnect, Inc.	DUANE MORISS LLP	LAWRENCE J. KOTLER	LJKotler@duanemorris.com
Aramark Corporation	DUANE MORRIS LLP	JAMES J. HOLMAN;JARRET P. HITCHINGS	jjholman@duanemorris.com; jphitchings@duanemorris.com
Chubb Companies	DUANE MORRIS LLP	WENDY M. SIMKULAK, CATHERINE B. HEITZENRATER	WMSimkulak@duanemorris.com; Cheitzenrater@duanemorris.com

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Cure Objectors Service List
Served via Email

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Tutu Park Ltd.	DUDLEY RICH LLP	CAROL ANN RICH, ESQ.	crich@dudleylaw.com
Sunshine Shopping Center Inc.	EDGARDO MUÑOZ, PSC	EDGARDO MUÑOZ	emunozpsc@gmail.com
Plaza Juana Diaz Inc.	EDGARDO MUÑOZ, PSC	EDGARDO MUÑOZ	emunozPSC@gmail.com
Sunshine Shopping Center Inc.	EDGARDO MUÑOZ, PSC	Edgardo Munoz	emunozPSC@gmail.com
K-Bay Plaza, LLC	EISEMAN LEVINE LEHRHAUPT & KAKOYIANNIA	LAURENCE MAY, ESQ.	Lmay@eisemanlevine.com
K-Bay Plaza, LLC	Eiseman Levine Lehrhaupt & Kakoyannis, P.C.	Laurence May, Esq.	lmay@eisemanlevine.com
McDonald's Corporation	ELLIOT GREENLEAF, PC	RAFAEL X. ZAHRALDIN-ARAVENA, SHELLEY A. KINSELLA, ERIC M. SUTTY	rxza@elliottgreenleaf.com; sak@elliottgreenleaf.com; ems@elliottgreenleaf.com
FG, LLC	FABYANSKE, WESTRA, HART & THOMSON, P.A.	PAUL L. RATELLE	pratelle@fwhlaw.com
CA, Inc.	FARRELL FRITZ, P.C.	PATRICK COLLINS;VERONIQUE A. URBAN	pcollins@farrellfritz.com; vurban@farrellfritz.com
Midwood Management Corp., as	FARRELL FRITZ, P.C.	PATRICK COLLINS;VERONIQUE A. URBAN	pcollins@farrellfritz.com; vurban@farrellfritz.com
Midwood Management Corp.	FARRELL FRITZ, P.C.	PATRICK COLLINS;VERONIQUE A. URBAN	pcollins@farrellfritz.com; vurban@farrellfritz.com
Santa Rosa Mall, LLC	FERRAIUOLI LLC	Sonia E. Colon Colón	scolon@ferraiuoli.com
Santa Rosa Mall, LLC	Ferraiuoli, LLC	SONIA E. COLÓN COLÓN, GUSTAVO A. CHICO-BARRIS	scolon@ferraiuoli.com; gchico@ferraiuoli.com
XPO Last Mile, Inc.	FISHERBROYLES, LLP	DEBORAH L. FLETCHER;PATRICIA B. FUGÉE	deborah.fletcher@fisherbroyles.com; patricia.fugee@fisherbroyles.com
CenterPoint Properties Trust	Foley & Lardner LLP	Derek L. Wright, Michael J. Small	dwright@foley.com; msmall@foley.com
CAPREF Burbank LLC	FOX ROTHSCHILD LLP	Allen J. Guon	aguon@foxrothschild.com
CAPREF Burbank LLC	FOX ROTHSCHILD LLP	MARK E. HALL; MICHAEL R. HERZ	mhall@foxrothschild.com; mherz@foxrothschild.com
Cleva North America, Cleva Hong Kong	FOX ROTHSCHILD LLP	PAUL J. LABOV, ESQ.	plabov@foxrothschild.com
LinkedIn	FOX ROTHSCHILD LLP	PAUL J. LABOV, MARIA A. MILANO	pabov@foxrothschild.com; mamilano@foxrothschild.com
Microsoft	FOX ROTHSCHILD LLP	PAUL J. LABOV, JOSEPH E. SHICKICH, JR.	pabov@foxrothschild.com; jshickich@foxrothschild.com
Sherthal, LLC	FOX ROTHSCHILD LLP	ALLEN J. GUON, ESQ.	aguon@foxrothschild.com
Chamberlain Group, Inc.	FOX SWIBEL LEVIN & CARROLL LLP	N. NEVILLE REID	nreid@foxswibel.com
Crosscom National LLC	FRANKGECKER LLP	JOSEPH D. FRANK & JEREMY C. KLEINMAN	jkleinman@fgllp.com
Experian Information Solutions, Inc.	FRANKGECKER LLP	JOSEPH D. FRANK, JEREMY C. KLEINMAN	jkleinman@fgllp.com; jfrank@fgllp.com
Korpak, Inc.	FREEBORN & PETERS LLP	DEVON J. EGGERT	deggert@freeborn.com
LBG Hilltop, LLC	FREEMAN, FREEMAN & SMILEY, LLP	THEODORE B. STOLMAN;CAROL CHOW	ted.stolman@ffslaw.com; carol.chow@ffslaw.com
LBG Medford, LLC	FREEMAN, FREEMAN & SMILEY, LLP	THEODORE B. STOLMAN;CAROL CHOW	ted.stolman@ffslaw.com; carol.chow@ffslaw.com
Interprop Bedford, LLC, as Landlord	FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP	Brad Eric Scheler, Esq., Jennifer L. Rodburg, Esq.	brad.scheler@friedfrank.com; jennifer.rodburg@friedfrank.com
Seritage SRC Finance LLC and Seritage KMT Finance LLC	Fried, Frank, Harris, Shriver & Jacobson LLP	Brad Eric Scheler, Scott B. Luftglass, Peter B. Siroka	brad.eric.scheler@friedfrank.com; scott.luftglass@friedfrank.com; peter.siroka@friedfrank.com
Vornado Realty L.P., 770 Broadway Owner LLC and One Penn Plaza LLC, as Landlord	FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP	Jennifer L. Rodburg	jennifer.rodburg@friedfrank.com
Interprop Bedford, LLC	FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP	BRAD ERIC SCHELER, ESQ. & JENNIFER L. RODBURG, ESQ.	brad.scheler@friedfrank.com; jennifer.rodburg@friedfrank.com
Vornado Realty LP	FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP	BRAD ERIC SCHELER, ESQ. & JENNIFER L. RODBURG, ESQ.	brad.scheler@friedfrank.com; jennifer.rodburg@friedfrank.com
Macy's West Stores, Inc.	FROST BROWN TODD LLC	RONALD E. GOLD, AJ WEBB	rgold@fbtlaw.com; awebb@fbtlaw.com
Sitel Operating Corporation	FROST BROWN TODD LLC	RONALD E. GOLD AND EDWARD M. KING	rgold@fbtlaw.com; tking@fbtlaw.com
The Kroger Co.	FROST BROWN TODD LLC	RONALD E. GOLD, AJ WEBB	rgold@fbtlaw.com; awebb@fbtlaw.com
Washington Prime Group Inc.	FROST BROWN TODD LLC/COOLEY LLP	RONALD E. GOLD, AJ WEBB, ERIN P. SEVERINI/SETH VAN AALTEN, SARAH CARNES	rgold@fbtlaw.com; awebb@fbtlaw.com; eseverini@fbtlaw.com; svanaalten@cooley.com; scarnes@cooley.com
Washington Prime Group Inc.	FROST BROWN TODD LLC;COOLEY LLP	RONALD E. GOLD,ERIN P. SEVERINI;SETH VAN AALTEN & SARAH CARNES	rgold@fbtlaw.com; awebb@fbtlaw.com; eseverini@fbtlaw.com; svanaalten@cooley.com; scarnes@cooley.com
American Lebanese Syrian Associated Charities, Inc.	GIBBONS PC	NATALIA M. SONCONUGA	nsongonuga@gibbonslaw.com
Johnson Controls, Inc.	GODFREY & KAHN SC	TIMOTHY F. NIXON	tnixon@gklaw.com
Infinite Peripherals, Inc.	GOLDSTEIN & MCCLINTOCK LLP	THOMAS R. FAWKES	tomf@goldmclaw.com

Exhibit C

Cure Objectors Service List
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DESCRIPTION	NAME	NOTICE NAME	EMAIL
Interactions Corporation	GOODWIN PROCTER LLP	William P Weintraub	wweintraub@goodwinlaw.com
Urban Edge Properties LP	Goodwin Procter LLP	Michael H. Goldstein, Barry Z. Bazian	mgoldstein@goodwinlaw.com; bbazian@goodwinlaw.com
Various Landlords Represented By: Allen Matkins Leck Gamble Mallory & Natsis LLP, Kelley Drye & Warren LLP, Ballard Spahr LLP, Frost Brown Todd LLC, Barclay Damon LLP, Goulston & Storrs PC, Latham & Watkins, LLP and Goodwin Procter LLP	GOODWIN PROCTER LLP	Michael H. Goldstein, Barry Z. Bazian	mgoldstein@goodwinlaw.com; bbazian@goodwinlaw.com
Waste Management National Services, Inc.	GOODWIN PROCTER LLP	GREGORY W. FOX, BARRY Z. BAZIAN	gfox@goodwinlaw.com; bbazian@goodwinlaw.com
Cape Town Plaza LLC and New Westgate Mall LLC	GOULSTON & STORRS PC	DOUGLAS B. ROSNER, ESQ. & TREVOR R. HOFFMANN, ESQ.	drosnr@goulstonstorr.com; thoffman@goulstonstorr.com
Stag IV Cheektowaga, LLC	Goulston & Storrs PC	Douglas B. Rosner, Trevor R. Hoffmann	drosnr@goulstonstorr.com; thoffman@goulstonstorr.com
Little Caeser Enterprises, Inc.	GRAY, PLANT, MOOTY, MOOTY & BENNETT, P.A.	PHILLIP W. BOHL	phillip.bohl@gpmlaw.com
Jackson Shopping Village, LLP	GREENBERG & BASS LLP	JAMES R. FELTON, ROBERT D. BASS	rbass@greenbass.com; jfelton@greenbass.com
First Real Estate Investment Trust of New Jersey	GUTFLEISH LAW, LLC	HARRY M. GUTFLEISH, ESQ.	harry@gutfleishlaw.com
NW Properties Landlords	HALPERIN BATTAGLIA BENZIJA, LLP	Donna H. Lieberman, Esq.	dieberman@halperinlaw.net
Relator Carl Ireland	HALPERIN BATTAGLIA BENZIJA, LLP	ALAN D. HAPERIN, WALTER BENZIJA, LIGEE GU	ahalperin@halperinlaw.net; wbenzija@halperinlaw.net; lgu@halperinlaw.net
NW Properties Landlord	HALPERIN BATTAGLIA BENZIJA, LLP LAW OFFICES OF KEVIN S. NEIMAN, PC	DONNA H. LIEBERMAN, ESQ. KEVIN S. NEIMAN, ESQ.	dieberman@halperinlaw.net; kevin@ksnpc.com
Royal Appliance Mfg. Co. Inc., d/b/a TTI Floor Care North America, Inc.	HALPERIN BATTAGLIA BENZIJA, LLP/REINHART BOERNER VAN DEUREN SC	ALAN D. HAPERIN, DONNA H. LIEBERMAN/L. KATIE MASON	ahalperin@halperinlaw.net; dieberman@halperinlaw.net; kmason@reinhartlaw.com
Kellermeyer Bergensons Services, LLC	Halperin Battaglia Bezija, LLP/Shumaker, Loop & Kendrick, LLP	Alan D. Halperin, Donna H. Lieberman/David J. Coyle	Ahalperin@halperinlaw.net; dieberman@halperinlaw.net; dcoyle@slk-law.com
NW Properties Landlords	Haperin Battaglia Benzija, LLP/ Law Offices of Kevin S. Neiman, PC	DONNA H. LIEBERMAN/ KEVIN S. NEIMAN	dieberman@halperinlaw.net; kevin@ksnpc.com
Van Hook Service Co., Inc.	Harris Beach PLLC	Lee E. Woodward, Wendy A. Kinsella	lwoodard@harrisbeach.com; wkinsella@harrisbeach.com
Van Hook Service Co., Inc.	HARRIS BEACH PLLC	LEE W. WOODARD, WENDY A. KINSELLA	lwoodard@harrisbeach.com; wkinsella@harrisbeach.com
Pratt Corrugated Holdings, Inc.	HINSHAW & CULBERSTON LLP	ALAN F. KAUFMAN	aufman@hinshawlaw.com
Fringe Area (II), S.E.	HOLLAND & KNIGHT LLP	BARBRA R. PARLIN, JOE A. CASAL, JOAQUIN J. ALEMANY	jose.casal@hklaw.com; joquin.alemany@hklaw.com
Garda CL Great Lakes, Inc.	HOLLAND & KNIGHT LLP	BARBRA R. PARLIN, JOE A. CASAL, JOAQUIN J. ALEMANY	jose.casal@hklaw.com; joquin.alemany@hklaw.com
Plaza del Caribe, S.E.	HOLLAND & KNIGHT LLP	BARBRA R. PARLIN;JOSE A. CASAL;JOAQUIN J. ALEMANY	Barbra.Parlin@hklaw.com; jose.casal@hklaw.com; joquin.alemany@hklaw.com
Plaza Las Americas, Inc.	HOLLAND & KNIGHT LLP	BARBRA R. PARLIN;JOSE A. CASAL;JOAQUIN J. ALEMANY	Barbra.Parlin@hklaw.com; jose.casal@hklaw.com; joquin.alemany@hklaw.com
Midwest Tool and Cutlery Company	HONINGMAN LLP	LAWRENCE A. LICHTMAN	llichtman@hongman.com
QKC Maui Owner, LLC	HONINGMAN LLP	LAWRENCE A. LICHTMAN	llichtman@hongman.com
John C. Adams and Kennylugenia Adams	HOPKINS & CARLEY	JAY M. ROSS, MONIQUE D. JEWETT-BREWSTER	jross@hopkinscarley.com; mjb@hopkinscarley.com
Horwood Marcus & Berk Chartered	HORWOOD MARCUS & BERK CHARTERED	AARON L. HAMMER, JOHN W. GUZZARDO	ahammer@hmblaw.com; jguzzardo@hmblaw.com
Matson Navigation Company, Inc.	HUGHES HUBBARD & REED LLP	CHRISTOPHER GARTMAN	chris.gartman@hugheshubbard.com
McLane Company, Inc.	HUNTON ANDREWS KURTH LLP	GREGORY G. HESSE, MICHAEL S. LEGGE	ghesse@huntonak.com; mlegge@huntonak.com
CBL & Associates Management, Inc.	HUSCH BLACKWELL LLP	CALEB T. HOLZAEPFEL, MARSHALL C. TURNER	Caleb.Holzaepfel@huschblackwell.com; marshall.turner@huschblackwell.com
Seven Springs Limited Partnership	HUSCH BLACKWELL LLP	CALEB T. HOLZAEPFEL, MARSHALL C. TURNER	Caleb.Holzaepfel@huschblackwell.com; marshall.turner@huschblackwell.com
Wangard Partners, Inc.	HUSCH BLACKWELL LLP	Marshall C. Turner, Caleb T. Holzaepfel	marshall.turner@huschblackwell.com; caleb.holzaepfel@huschblackwell.com
5330 Crosswind, LLC	Ice Miller LLP	Daniel R. Swetnam	daniel.swetnam@icemiller.com
Electrolux Home Products, Inc.	Jenner & Block LLP	Vicent E. Lazar, Marc B. Hankin	vlazar@jenner.com; mhankin@jenner.com
Lennox International Inc., Lennox National Account Services, LLC	JUDITH ELKIN PLLC	JUDITH ELKIN	elkinj@mac.com
Amazon Payments, Inc.	K&L GATES LLP	ROBERT T. HONEYWELL III	robert.honeywell@klgates.com
MacDade Mall Associates, L.P.	KAPLIN STEWART MELOFF REITER & STEIN, P.C.	WILLIAM J. LEVANT, ESQUIRE	wlevant@kaplaw.com

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DESCRIPTION	NAME	NOTICE NAME	EMAIL
Steel 1111 LLC	Kasowitz Benson Torres LLP	Matthew B. Stein	mstein@kasowitz.com
CenturyLink Communications, LLC and Level 3 Communications, LLC	KASOWITZ BENSON TORRES LLP; STINSON LEONARD STREET LLP	ROSS G. SHANK; EDWIN H. CALDIE, BRITTANY M. MICHAEL, KEVIN P. KITCHEN	rshank@kasowitz.com; ed.caldie@stinson.com; brittany.michael@stinson.com; kevin.kitchen@stinson.com
TmaxSoft, Inc.	KELLER & BENVENUTTI LLP	JANE KIM	jkim@kellerbenvenutti.com
Alan Robbins, Benderson Development Company LLC	KELLEY DRYE & WARREN LLP	ROBERT L. LEHANE	rlehane@kelleydrye.com
EI Centro Mall, Ltd. And GC Columbia, LLC	Kelley Drye & Warren LLP	Robert L. LeHane	rlehane@kelleydrye.com
Infosys Limited	KELLEY DRYE & WARREN LLP	JAMES S. CARR, MAEGHAN J. MCLOUGHLIN	jcarr@kelleydrye.com; mmcloughlin@kelleydrye.com
R.R. Donnelley & Sons Company	KELLEY DRYE & WARREN LLP	JAMES S. CARR, MAEGHAN J. MCLOUGHLIN	jcarr@kelleydrye.com; mmcloughlin@kelleydrye.com
SITE Centers Corp et al.	KELLEY DRYE & WARREN LLP	ROBERT L. LEHANE & MAEGHAN J. MCLOUGHLIN	rlehane@kelleydrye.com; mmcloughlin@kelleydrye.com
Tata America International Corporation.	KELLEY DRYE & WARREN LLP	JAMES S. CARR, MAEGHAN J. MCLOUGHLIN	jcarr@kelleydrye.com; mmcloughlin@kelleydrye.com
Trustees of the Estate of Bernice Pauahi Bishop, d/b/a Kamehameha Schools	KELLEY DRYE & WARREN LLP	Robert L. LeHane	rlehane@kelleydrye.com
1055 Hanover, LCL	KELLEY DRYE & WARREN LLP ALLEN MATKINS LECK GAMBLE MALLORY & NATSIS LLP	ROBERT L. LEHANE MICHAEL S. GREGER & IVAN M. GOLD	rlehane@kelleydrye.com; mgreger@allenmatkins.com; igold@allenmatkins.com
Weingarten Realty Investors	KELLEY DRYE & WARREN LLP ALLEN MATKINS LECK GAMBLE MALLORY & NATSIS LLP	ROBERT L. LEHANE & MAEGHAN J. MCLOUGHLIN IVAN M. GOLD	rlehane@kelleydrye.com; mmcloughlin@kelleydrye.com; igold@allenmatkins.com
LBA Realty Landlords	Kelley Drye & Warren LLP/ Allen Matkins Leck Gamble Mallory & Natsis LLP	Robert L. LeHane, Maeghan J. McLoughlin/ Ivan M. Gold	rlehane@kelleydrye.com; mmcloughlin@kelleydrye.com; igold@allenmatkins.com
GFI-Glendale Investments Limited Partnership	Kirton McConkie	Ralph R. Mabey	rmabey@kmclaw.com
GLP US Management LLC, et al.	KIESTADT WINTERS JURELLER SOUTHARD & STEVENS, LLP	Sean C. Southard, Laren C. Kiss	ssouthard@klestadt.com
Rebuilding Together, Inc.	KLESTADT WINTERS JURELLER SOUTHARD & STEVENS, LLP	SEAN C. SOUTHARD, LAUREN C. KISS	ssouthard@klestadt.com; lkiss@klestadt.com
Shidler West finance Partners V L.P.	KLESTADT WINTERS JURELLER SOUTHARD & STEVENS, LLP	TRACY L. KLESTADT	tklestadt@klestadt.com
Southwest Sign Group, Inc. D/B/A Apex Sign Group	KLESTADT WINTERS JURELLER SOUTHARD & STEVENS, LLP	SEAN C. SOUTHARD, LAUREN C. KISS	ssouthard@klestadt.com; lkiss@klestadt.com
Haier US Appliance Solutions, Inc. D/B/A GE Appliances	KLESTADT WINTERS JURELLER SOUTHARD & STEVENS, LLP; FULTZ MADDOX DICKENS PLC	SEAN C. SOUTHARD, LAUREN C. KISS; PHILLIP A. MARTIN, LAURA M. BRYMER	ssouthard@klestadt.com; lkiss@klestadt.com; pmartin@fmdlegal.com
Granite Run, LP, BT Pleasant Hills LP, Capital Enterprises, Inc., and Preit Services, LLC	KURTZMAN STEADY LLC	JEFFREY KURTZMAN	kurtzman@kurtzmansteady.com
Preit Services, LLC	KURTZMAN STEADY LLC	JEFFREY KURTZMAN	kurtzman@kurtzmansteady.com
Amazon Web Services, Inc.	FOSTER PEPPER PLLC	JACQULYN S. LOFTIN, ESQ. BRYAN T. GLOVER, ESQ.	jsl@lhmlawfirm.com; bryan.glover@foster.com
Alatex, A Joint Venture	LANGLEY & BANACK, INCORPORATED	DAVID S. GRAGG, NATALIE F. WILSON	dgragg@langleybanack.com
Wal-Go Associates, LLC	LANGLEY & BANACK, INCORPORATED	DAVID S. GRAGG, NATALIE F. WILSON	dgragg@langleybanack.com
Walter Investments, LP	LANGLEY & BANACK, INCORPORATED	DAVID S. GRAGG, NATALIE F. WILSON	dgragg@langleybanack.com
Oster Yorktown Properties, LLC	LASSER HOCHMAN, L.L.C.	RICHARD L. ZUCKER, ESQ.	rzucker@lasserhochman.com
Extreme Networks, Inc.	LATHAM & WATKINS LLP	KIMBERLY A. POSIN AND ANNEMARIE V. REILLY	kim.posin@lw.com; annemarie.reilly@lw.com
Simon Property Group LP	LATHAM & WATKINS LLP	PETER M. GILHULY, ESQ., TED A. DILLMAN, ESQ., & MARC A. ZELINA, ESQ.	peter.gilhuly@lw.com; ted.dillman@lw.com; marc.zelina@lw.com
Simon Property Group LP	LATHAM & WATKINS LLP	Peter M. GILHULY, TED A. DILLMAN, MARC A. ZELINA	peter.gilhuly@lw.com; ted.dillman@lw.com; marc.zelina@lw.com
Stockton Mariposa, LLC	LAW OFFICE OF THOMAS A. FARINELLA	THOMAS A. FARINELLA	tf@lawtaf.com
DART Warehouse Corporation	LAW OFFICE OF WILLIAM P. FENNELL, APLC	WILLIAM P. FENNELL	william.fennell@fennelllaw.com
U.S. Bank National Association	LAW OFFICES OF CHARLES A. GRUEN	CHARLES A. GRUEN	cgruen@gruenlaw.com
NW Properties Landlords	LAW OFFICES OF KEVIN S. NEIMAN, PC	Kevin S. Neiman, Esq.	kevin@ksnpc.com
Caparra Center Associates, LLC	LAW OFFICES OF PENNY R. STARK	PENNY R. STARK	pstarkesq@gmail.com
Benson Capital Partners, LLC	LECLAIRRYAN, PLLC	ILAN MARKUS; NICLAS A. FERLAND	ilan.markus@leclairryan.com; niclas.ferland@leclairryan.com

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DESCRIPTION	NAME	NOTICE NAME	EMAIL
Berkshire Mall LLP	LeClairRyan, PLLC	ILAN MARKUS, ANDREW L. COLE	ilan.markus@leclairryan.com
Concord Mall LP and Berkshire Mall	LECLAIRRYAN, PLLC	ILAN MARKUS;ANDREW L. COLE	ilan.markus@leclairryan.com; andrew.cole@leclairryan.com
DXC Technology Services LLC	LECLAIRRYAN, PLLC	JANICE B. GRUBIN, ALEX J. CHASE	janice.grubin@leclairryan.com
Westfield LLC	LECLAIRRYAN, PLLC	ILAN MARKUS;NICLAS A. FERLAND	ilan.markus@leclairryan.com; niclas.ferland@leclairryan.com
Libby Dial Enterprises, LLC	Leech Tishman Fuscaldo & Lampl, LLC	Alan M. Kindred, Patrick W. Carothers, Gregory W. Hauswith	akindred@leechtishman.com; pcarothers@leechtishman.com; ghauswirth@leechtishman.com
Camegaran, LLC	Leonard, O'Brien Spencer, Gale & Sayre, Ltd./ The Tsang Law Firm, PC	James M. Jorissen/ Michael Tsang	jorissen@losgs.com; mtsang@tsanglawfirm.com
Maynardville Pike LP	LIPPS MATHIAS WEXLER FRIEDMAN LLP	JOHN A. MUELLER, ESQ.	jmueller@lippes.com
DFS Services LLC	LOCKE LORD LLP	IRA S. GREENE	ira.Greene@lockelord.com
LG Electronics USA, Inc. and LG Electronics Alabama Inc.	LOWENSTEIN SANDLER LLP	BRUCE S. NATHAN, ESQ., JEFFREY J. WILD, ESQ., & ERIC S. CHAFETZ, ESQ.	bnathan@lowenstein.com; jwild@lowenstein.com; echafetz@lowenstein.com
Valvoline LLC	LOWENSTEIN SANDLER LLP	BRUCE S. NATHAN, ESQ. & ERIC S. CHAFETZ, ESQ.	bnathan@lowenstein.com; echafetz@lowenstein.com
Trinet Essential Facilities XXVII, Inc.	Lubin Olson & Niewiadomski LLP	Dennis D. Miller	dmiller@lubinolson.com
City of Minneapolis	MAYERSON & HARTHEIMER, PLLC; FREDRIKSON & BYRON, P.A.	SANDRA E. MAYERSON, DAVID H. HARTHEIMER;JAMES L. BAILLIE & JAMES C. BRAND	david@mhlaw-ny.com; sandy@mhlaw-ny.com; jbaillie@fredlaw.com; jbrand@fredlaw.com
Securian	MAYERSON & HARTHEIMER, PLLC; FREDRIKSON & BYRON, P.A.	SANDRA E. MAYERSON, DAVID H. HARTHEIMER;JAMES L. BAILLIE & JAMES C. BRAND	david@mhlaw-ny.com; sandy@mhlaw-ny.com; jbaillie@fredlaw.com; jbrand@fredlaw.com
Direct Energy Business, LLC	McDowell Heterington LLP	Megan Young-John	megan.john@mhlip.com
Automotive Rentals, Inc. and ARI Fleet LT	MCGLINCHY STAFFORD, PLLC	RICHARD A. AGUILAR, RUDY J. CERONE, MARK J. CHANEY	ragular@mcglinchey.com; rcerone@mcglinchey.com; mchaney@mcglinchey.com
Apex Systems LLC	MCGUIREWOODS LLP	SHAWN R. FOX	sfox@mguirewoods.com
The Nielsen Company (US), LLC	MCGUIREWOODS LLP	PATRICK L. HAYDEN, K. ELIZABETH SIEG	phayden@mguirewoods.com
Creditors Loki Investments, LLC, Michael Rue, J. Terry Eager and Susan B. Eager, as Co-Trustees of the J. Terry Eager Family Trust-1995, and CEMER Properties	MEEGAN, HANSCHU & KASSENBROCK	DAVID M. MEEGAN	dmeegan@mhsacto.com
Royal Consumer Products, LLC	MEISTER SEELIG & FEIN LLP	CHRISTOPHER J. MAJOR	cjm@msf-law.com
PeopleReady, Inc.	MILLER NASH GRAHAM & DUNN LLP	JOHN R. KNAPP, JR	john.knapp@millernash.com
Kimco Realty Corporation	Morgan Lewis & Bockius LLP	Neil E Herman, Laura McCarthy	neil.herman@morganlewis.com; laura.mccarthy@morganlewis.com
Agency U.S.A. Inc, as agent for Maersk Line A/S	MORGAN, LEWIS & BOCKIUS LLP	Rachel Jaffe Mauceri	rachel.mauceri@morganlewis.com
CFP Fire Protection, Inc.	MORGAN, LEWIS & BOCKIUS LLP	EDWIN E. SMITH;MELISSA Y. BOEY	edwin.smith@morganlewis.com; melissa.boey@morganlewis.com
U.S. Security Associates, Inc.	MORGAN, LEWIS & BOCKIUS LLP	Rachel Jaffe Mauceri	rachel.mauceri@morganlewis.com
Kimco Realty Corporation	MORGAN, LEWIS & BOCKLUS LLP	NEIL E. HERMAN, ESQ., LAURA MCCARTHY, ESQ.	neil.herman@morganlewis.com; laura.mccarthy@morganlewis.com
Greensboro Lease Management, LLC	Morris James LLP	Stephen M. Miller, Douglas N. Candeub	smiller@morrisjames.com
Greensboro Lease Management, L.L.C., through its Liquidating Trustee, John H. Newcomer, Jr.	MORRIS JAMES LLP	Stephen M. Miller, Douglas N. Candeub	smiller@morrisjames.com; dcandeub@morrisjames.com
Yoder-17th Street Properties, LLC	Morris James LLP	Stephen M. Miller	smiller@morrisjames.com
Federal Construction Co.	MORRIS, NICHOLS, ARSH & TUNNELL LLP	CURTIS S. MILLER & JOSEPH C. BARSALONA II	cmiller@mnat.com; jbarsalona@mnat.com
Icon Health & Fitness, Inc.	MORRISON & FOERSTER LLP	JENNIFER L. MARINES AND BENJAMIN W. BUTTERFIELD	jmarines@mofa.com; bbutterfield@mofa.com
United Parcel Service, Inc.	MORRISON & FOERSTER LLP	JENNIFER L. MARINES, ERICA J. RICHARDS	jmarines@mofa.com; erichards@mofa.com
Wolverine World Wide, Inc.	MORRISON & FOERSTER LLP	JENNIFER L. MARINES AND BENJAMIN W. BUTTERFIELD	jmarines@mofa.com; bbutterfield@mofa.com
WHIRLPOOL CORPORATION	MUNGER TOLLES & OLSON LLP	Thomas B. Walper, Bradley R. Schneider	thomas.walper@mto.com; bradley.schneider@mto.com
Cascade Water Services	NIXON PEABODY LLP	CHRISTOPHER J. FONG, R. SCOTT ALSTERDA	cfong@nixonpeabody.com; rsalsterda@nixonpeabody.com
EcoLab Inc.	NORRIS, MC LAUGHLIN, PA/KOHNER, MANN & KAILAS, SC	MELISSA A. PENA/SAMUEL C. WISOTZKEY	mapena@nmmlaw.com; swisotzkey@kmksc.com

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DESCRIPTION	NAME	NOTICE NAME	EMAIL
Living Spaces Furniture, LLC	NORTON ROSE FULBRIGHT US LLP	DAVID A. ROSENZWEIG AND BOB B. BRUNER	david.rosenzweig@nortonrosefulbright.com; bob.bruner@nortonrosefulbright.com
The Davis Companies	NUTTER MCCLENNEN & FISH LLP	JOHN G. LOUGHNANE	jloughnane@nutter.com
[24]7.ai, Inc.	O'MELVENY & MYERS LLP	Matthew P. Kremer	gdavis@omm.com; mkremer@omm.com
[24]7.ai, Inc.	O'MELVENY & MYERS LLP	MATTHEW P. KREMER, JENNIFER TAYLOR, DARREN L. PATRICK	mkremer@omm.com; jtaylor@omm.com; dpatrick@omm.com
Saul Subsidiary I Limited Partnership	OFFIT KURMAN, P.A.	ALBENA PETRAKOV, ESQ., STEPHEN A. METZ, ESQ.	smetz@offitkurman.com
JW Mitchell Company, LLC	OKEEFE & ASSOCIATES LAW CORP., P.C.	SEAN A. O'KEEFE, ESQ.	sokeefe@okeefelc.com
MOAC Mall Holdings LLC	Patterson Belknap Webb & Tyler LLP/ Larkin Hoffman Daly & Lindgren, Ltd	David W. Dykhouse/ Thomas J. Flynn	dwdykhouse@pbwt.com; tflynn@larkinhoffman.com
Accertify, Inc.	PAUL J. HOOTEN & ASSOCIATES	PAUL J. HOOTEN	info@taynelaw.com
the Core Organization	PEDERSEN & HOUP, P.C.	JOUHN S. DELNERO	jdelnero@pedersenhoupt.com
Pension Benefit Guaranty Corporation	PENSION BENEFIT GUARANTY; LOCKE LORD LLP	MICHAEL I. BAIRD;BRIAN A. RAYNOR	baird.michael@pbgc.gov; efile@pbgc.gov; braynor@lockelord.com
Norton Mailman Associates	PICK & ZABICKI LLP	DOUGLAS J. PICK & ERIC C. ZABICKI	dpick@picklaw.net; ezabicki@picklaw.net
WashREIT Frederick County Square LLC	PIERCE MCCOY, PLLC	JONATHAN A. GRASSO	jon@piercemccoy.com
ePossibilites USA, Ltd.	PIERCE MCCOY, PLLC; STREUSAND, LANDON, OZBURN & LEMMON, LLP	JONATHAN A. GRASSO, SABRINA L. STREUSAND	jon@piercemccoy.com; streusand@slollp.com
TOTE, Inc.	PRICE MEESE SHULMAN & D'ARMINIO, P.C.	RICK A. STEINBERG, ESQ.	rsteinberg@pricemeese.com
MCS Hemet Valley Center LLC.	PROCOPIO, CORY, HARGREAVES & SAVITCH LLP	GERALD P. KENNEDY	gerald.kennedy@procopio.com
Broad Street Station, LLC c/o Collett	Pryor Cashman LLP/ Horack, Talley, Pharr & Lowndes, PA	Marie Polito Hofsdal, Conrad C. Chiu/ John H. Capitano	mhofsdal@pryorcashman.com; cchiu@pryorcashman.com; jcapitano@horacktalley.com
ADT LLC	RAVERT PLLC;SPILMAN THOMAS & BATTLE, PLLC	GARY O. RAVERT;SALLY E. EDISON	gravert@ravertpllc.com; sedison@spilmanlaw.com
A.R.E. Investment Co.	Reed Smith LLP	Christopher A. Lynch	clynch@reedsmit.com
Beeline.com, Inc.	Reed Smith LLP	Christopher A. Lynch	clynch@reedsmit.com
Union Center Realty, LLC	REICH, REICH & REICH, PC	JEFFREY A. REICH	jreich@reichpc.com
Adam Levine Productions, Inc.	REITLER KAILAS & ROSENBLATT LLC	YANN GERON AND JEANNETTE LITOS	ygeron@reitlerlaw.com; jlitos@reitlerlaw.com
The Joe and Frances McCann Family Limited Partnership	RIKER DANZIG SCHERER HYLAND & PERRETTI LLP	CURTIS M. PLAZA, JOSEPH L. SHWARTZ, TARA J. SCHELLHORN	cplaza@riker.com; jschwartz@riker.com; tschellhorn@riker.com
Avenel Realty Associates, LLC and The Wolf Family Series LP d/b/a Series III, Wolf Family Series LP d/b/a Series VII; Ontario Enterprises of the Wolf Family Series LP	ROBINSON BROG LEINWAND GREENE GENOVESE & GLUCK P.C.	Robert M. Sasloff, Esq.	rms@robinsonbrog.com
Avenel Realty Associates, LLC	ROBINSON BROG LEINWAND GREENE GENOVESE & GLUCK PC	ROBERT M. SASLOFF	rms@robinsonbrog.com
Apex Tool Group, LLC	ROPES & GRAY LLP	GREGG M. GALARDI, SAM N. ASHURAEGY, KIMBERLY J. KODIS	Gregg.Galardi@ropesgray.com; Sam.Ashuraegy@ropesgray.com; Kimberly.Kodis@ropesgray.com
Cross Country Home Services, Inc.	ROPES & GRAY LLP	JAMES M. WILTON, PATRICIA I. CHEN	james.wilton@ropesgray.com; patricia.chen@ropesgray.com
HomeGoods, Inc.	ROPES & GRAY LLP	MARK R. SOMERSTEIN	mark.somerstein@ropesgray.com
Icon DE Holdings LLC and Icon NY Holdings LLC	ROPES & GRAY LLP	Gregg M. Galardi, Kimberly J. Kodis	gregg.galardi@ropesgray.com; kimberly.kodis@ropesgray.com
Icon DE Holdings LLC and Icon NY Holdings LLC	ROPES & GRAY LLP	GREGG M. GALARDI; KIMBERLY J. KORDIS	gregg.galardi@ropesgray.com; kimberly.kodis@ropesgray.com
Manlaw Investment Company, Ltd	Rubin LLC	Paul A. Rubin, Hanh V. Huynh	prubin@rubinlawllc.com; hhuynh@rubinlawllc.com
Colonial Properties, LLC	RUSKIN MOSCOU FALTISCHEK, P.C.	MICHAEL S. AMATO	mamato@rmfpc.com
Groveport Lynx, LLC	RUSKIN MOSCOU FALTISCHEK, P.C.	MICHAEL S. AMATO	mamato@rmfpc.com
Lawrence Mart, LLC	RUSKIN MOSCOU FALTISCHEK, P.C.	MICHAEL S. AMATO	mamato@rmfpc.com
AmCap Wilson II LLC, Wilson Norridge, LLC	S&D LAW	STEVEN W. KELLY, ESQ.	skelly@s-d.com
International Business Machines Corporation	SATTERLEE STEPHENS LLP	CHRISTOPHER R. BELMONTE, ABIGAIL SNOW	cbelmonte@ssbb.com; asnow@ssbb.com
Ciuffo Family Trust	SCHIFF HARDIN LLP	LOUIS T. DELUCIA	ldelucia@schiffhardin.com
Ciuffo Family Trust/Trust A	SCHIFF HARDIN LLP	Louis T. DeLucia	ldelucia@schiffhardin.com

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DESCRIPTION	NAME	NOTICE NAME	EMAIL
Wilmington Trust	SEYFARTH SHAW LLP	EDWARD M. FOX	emfox@seyfARTH.com
Sears Hometown and Outlet Stores, Inc.	SHEARMAN & STERLING LLP	FREDRIC SOSNICK, SARA COELHO	fsosnick@shearman.com; sara.coelho@shearman.com
Everlast World's Boxing Headquarters Corp.	SHEPPARD MULLIN RICHTER & HAMPTON, LLP	Alan M. Feld, Esq., Ted Cohen, Esq.	afeld@sheppardmullin.com; tcohen@sheppardmullin.com
Everlast World's Boxing Headquarters Corp.	SHEPPARD MULLIN RICHTER & HAMPTON, LLP	ALAN M. FELD; TED COHEN	afeld@sheppardmullin.com; tcohen@sheppardmullin.com
Compucom Systems, Inc.	SHRAIBERG, LANDAU & PAGE, P.A.	BRADLEY S. SHRAIBERG	bss@slp.law
SVAP Pompano Citi Center II, LP, SVAP Golf Mill Retail II, LP and SVAP II Stones River, LLC	SHRAIBERG, LANDAU & PAGE, P.A.	Bernice C. Lee	blee@slp.law
Manco Florida Associates LLC	SHUTTS & BOWEN LLP	RYAN C. REINERT	rreinert@shutts.com
Westfall Town Center JV	Sirlin Leser & Benson, PC	Dana S. Plon	dplon@sirlinlaw.com
Quest Resource Management Group, LLC	Skierski Jain PLLC	Doug Skierski, Krstin H. Jain	enotices@skijain.com
Telesight, LLC d/b/a ERC Market Research	SMITH, GAMBRELL & RUSSELL, LLP	JOHN G. MCCARTHY	jmcCarthy@sgrlaw.com
Canon Financial Services, Inc.	Stark & Stark, A Professional Corporation	Joseph H. Lemkin	jlemkin@stark-stark.com
Phillips Edison & Company	Stark & Stark, A Professional Corporation	Joseph H. Lemkin	jlemkin@stark-stark.com
SWZ, LLC	Stark & Stark, A Professional Corporation	Joseph H. Lemkin	jlemkin@stark-stark.com
East Penn Manufacturing Co.	STEVENS & LEE, P.C.	CONSTANTINE D. POURAKIS, ROBERT LAPOWSKY, EVAN B. COREN	cp@stevenslee.com; rl@stevenslee.com; ebc@stevenslee.com
East Penn Manufacturing Co.	STEVENS & LEE, P.C.	CONSTANTINE D. POURAKIS, ROBERT LAPOWSKY, EVAN B. COREN	cp@stevenslee.com; rl@stevenslee.com; ebc@stevenslee.com
Shaler Zamagias Limited Partnership	STORCH AMINI PC	JEFFREY CHUBAK	jchubak@storchamini.com
Service. Com (REDACTED)	SULLIVAN & WORCESTER LLP	JEFFREY R. GLEIT, ESQ., ALLISON H. WEISS, ESQ., & CLARK A. FREEMAN, ESQ.	jgleit@sandw.com; aweiss@sandw.com; cfreeman@sandw.com
Service.com	SULLIVAN & WORCESTER LLP	JEFFREY R. GLEIT, ESQ., ALLISON H. WEISS, ESQ., & CLARK A. FREEMAN, ESQ.	jgleit@sandw.com; aweiss@sandw.com
Service. Com	SULLIVAN & WORCESTER LLP	JEFFREY R. GLEIT, ESQ., ALLISON H. WEISS, ESQ., & CLARK A. FREEMAN, ESQ.	jgleit@sandw.com; aweiss@sandw.com; cfreeman@sandw.com
Izek Shomof and Aline Shomof Irrevocable Children's Trust	SULMEYERKUPETZ, A PROFESSIONAL CORPORATION	DAVID S. KUPETZ	dkupetz@sulmeyerlaw.com
CIVF V-OH1M03, LLC	Taft Stettinius & Hollister, LLP	Casey Cantrell Swartz	cswartz@taftlaw.com
Taubman Landlords	TAUBMAN LANDLORDS	ANDREW S. CONWAY	aconway@taubman.com
Taubman Landlords	THE TAUBMAN COMPANY	ANDREW S. CONWAY, ESQ.	aconway@taubman.com
FB Billerica Realty Investors LLC	THOMPSON & KNIGHT LLP	MICHAEL V. BLUMENTHAL, ANTHONY F. PIRRAGLIA	michael.blumenthal@tklaw.com; anthony.pirraglia@tklaw.com
RD Management LLC	THOMPSON & KNIGHT LLP	MICHAEL V. BLUMENTHAL, ANTHONY F. PIRRAGLIA	michael.blumenthal@tklaw.com; anthony.pirraglia@tklaw.com
Administration Agreement Parties	THOMPSON HINE LLP	CURTIS L. TUGGLE AND JONATHAN S. HAWKINS	Curtis.Tuggle@ThompsonHine.com; Jonathan.Hawkins@ThompsonHine.com
Luxottica Retail North America Inc. *	THOMPSON HINE LLP	JOHN C. ALLERDING	John.Allerding@ThompsonHine.com
Luxottica Retail North America Inc.	THOMPSON HINE LLP	JOHN C. ALLERDING	john.allerding@thompsonhine.com
Virginia Surety Company, Inc.	THOMPSON HINE LLP	CURTIS L. TUGGLE & JONATHAN S. HAWKINS	Curtis.Tuggle@ThompsonHine.com; Jonathan.Hawkins@ThompsonHine.com
Great Eastern Corporation d/b/a North River Village GEC, LLC	Trenam, Kemker, Schard, Barkin, Frye, O'Neill & Mullis, PA	Lori V. Vaughan	LVaughan@trenam.com
Biltmore Commercial Properties I, LLC	Troutman Sanders LLP	Brett D. Goodman, Eunjin Lee LoBeloo	brett.goodman@troutman.com; eunjinlobello@troutman.com
Steven Bruce Revocable Trust	Troutman Sanders LLP	Brett D. Goodman, Eunjin Lee LoBeloo	brett.goodman@troutman.com; eunjinlobello@troutman.com
Northstar Group Services, Inc.	VEDDER PRICE PC	MICHAEL SCHEIN	mschein@vedderprice.com
Schindler Elevator Corporation	WALSH PIZZI O'REILLY FALANGA LLP	STEPHEN V. FALANGA AND COLLEEN M. MAKER	sfalanga@walsh.law; cmaker@walsh.law
GroupBy USA, Inc.	Walsh Pizzi O'Reilly Falanga LLP	Christopher M. Hemrick	chemrick@walsh.law
Schindler Elevator Corporation	Walsh Pizzi O'Reilly Falanga LLP	Stepen V. Falanga, Collen M. Maker	sfalanga@walsh.law; cmaker@walsh.law
Chevron (HK), Ltd.	WARNER NORCROSS + JUDD LLP	GORDON J. TOERING, ESQ.	gtoering@wnj.com

Exhibit C

Cure Objectors Service List
Served via Email

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Levcom Wall Plaza Associates	WASSERMAN, JURISTA & STOLZ, P.C.	DONALD W. CLARKE	dclarke@wjslaw.com
West Orange Plaza	WASSERMAN, JURISTA & STOLZ, P.C.	DONALD W. CLARKE	dclarke@wjslaw.com
Aspen Refrigerants, Inc.	WELTMAN & MOSKOWITZ LLP	MICHAEL L. MOSKOWITZ	mlm@weltmosk.com
Aspen Refrigerants, Inc.	WELTMAN & MOSKOWITZ, LLP	Michael L. Moskowitz	mlm@weltmosk.com
Google LLC	White & Williams LLP	James C. Vandermark	vandermarkj@whiteandwilliams.com
saleforce.com, inc.	White & Williams LLP/ Bialson, Bergen & Schwab, A Professional Corporation	James C. Vandermark/ Thomas M. Gaa	vandermarkj@whiteandwilliams.com; Tgaa@bbslaw.com
Cisco Systems, Inc.	WHITE & WILLIAMS LLP; BIALSON, BERGEN & SCHWAB	JAMES C. VANDERMARK; THOMAS M. GAA	vandermarkj@whiteandwilliams.com; Tgaa@bbslaw.com
Salesforce. Com, Inc.	WHITE & WILLIAMS LLP; BIALSON, BERGEN & SCHWAB	JAMES C. VANDERMARK; THOMAS M. GAA	vandermarkj@whiteandwilliams.com; Tgaa@bbslaw.com
J.M. Smucker Company	WHITEFORD, TAYLOR & PRESTON LLC	STEPHEN B. GERALD	sgerald@wtplaw.com
Drayton Plains (MI), LLC	WILLKIE FARR & GALLAGHER LLP	ALAN J. LIPKIN & GABRIEL BRUNSWICK	alipkin@willkie.com; gbrunswick@willkie.com
4th South Street II, LLC	WITTE LAW OFFICES, PLLC; LASKY FIFAREK PC	NORMAN C. WITTE, JOHN R. FIFAREK	ncwitte@wittelaw.com; jfifarek@laskyfifarek.com
Wolf Family Series LP D/B/A Series III, Wolf Family Series LP D/B/A Series VII, Ontario Enterprises of the Wolf Family Series LP	WOLF, RIFKIN, SHAPIRO, SCHULMAN & RABKIN, LLP	SIMON ARON	saron@wrslawyers.com

Exhibit D

Exhibit D

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to State of Michigan, Department of Treasury	AG and Assistant AG for the State of Michigan, Dept. of Treasury	Attn: Dana Nessel, Juandisha M. Harris 3030 W. Grand Blvd. Cadillac Place, Ste. 10-200 Detroit MI 48202	harrisj12@michigan.gov	Email
Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner One Bryant Park New York NY 10036	idizengoff@akingump.com pdublin@akingump.com aquareshi@akingump.com sbrauner@akingump.com	Email
Attorneys for Aldine Independent School District	Aldine Independent School District	Attn: Pamela H. Walters, Johnetta Lang 2520 W.W. Thorne Drive Houston TX 77073	bnkatty@aldineisd.org	Email
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pite, LLP	Attn: Jenelle C. Arnold 4375 Jutland Drive, Suite 200 P.O. Box 17933 San Diego CA 92177-0933	jarnold@aldrigepte.com	Email
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: James J. Vincequerra 90 Park Avenue New York NY 10016-1387	James.Vincequerra@alston.com	Email
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: Leib M. Lerner 333 South Hope Street 16th Floor Los Angeles CA 90071	leib.lerner@alston.com	Email
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Esq. 365 Rifle Camp Road Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
Counsel to the Local Texas Tax Authorities	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Joshua S. Bauchner 365 Rifle Camp Road Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	Attn: Allen G. Kadish, Lance A. Schildkraut 630 Third Avenue New York NY 10017	akadish@archerlaw.com lschildkraut@archerlaw.com	Email
Counsel to Rare Hospitality Management, LLC, Rare Hospitality International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants, Inc.	Arent Fox LLP	Attn: Andrew I. Silfen, Beth Brownstein 1301 Avenue of the Americas Floor 42 New York NY 10019	andrew.silfen@arentfox.com beth.brownstein@arentfox.com	Email
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Attn: Brian J. Lohan, Esq., Ginger Clements, Esq. 70 West Madison Street Suite 4200 Chicago IL 60602	brian.lohan@arnoldporter.com ginger.clements@arnoldporter.com	Email
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Attn: Courtney A. Schael, Esq. 100 Quimby Street Suite 1 Westfield NJ 07090	CSchael@AshfordNJLaw.com	Email
Counsel to City Choice Limited	ASK LLP	Attn: Edward E. Neiger, Jennifer A. Christian 151 West 46th Street 4th Floor New York NY 10036	eneiger@askllp.com jchristian@askllp.com	Email
Counsel for AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Attn: James W. Grudus, Esq. One AT&T Way Room 3A115 Bedminster NJ 07921	Jg5786@att.com	Email
Interested Party	Austin Enterprises, LP.	Attn: Magdalena Cuellar 5108 E. Clinton Way Ste. 109 Fresno CA 93727	mcuellar45@austinenterpriseslp.com	Email

Exhibit D

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Eric R. Goodman Key Tower 127 Public Square, Suite 2000 Cleveland OH 44114	egoodman@bakerlaw.com	Email
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Ferve Khan 45 Rockefeller Plaza New York NY 10111	fkhhan@bakerlaw.com	Email
Counsel to Brixmor Property Group, Inc. and Federal Realty Investment Trust	Ballard Spahr LLP	Attn: David L. Pollack 52nd Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103	pollack@ballardspahr.com	Email
Counsel to The Macerich Company, Starwood Retail Partners, LLC, Acadia Realty Limited Partnership, C.E. John Company, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33 Independence Center, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Dustin P. Branch 2029 Century Park East Suite 800 Los Angeles CA 90067-2909	branchd@ballardspahr.com	Email
Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers 919 N. Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com summersma@ballardspahr.com	Email
Counsel to C.J. Segerstrom & Sons, S-Tract LLC and FBA Holdings, Inc.	Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner 1675 Broadway 19th Floor New York NY 10019-5820	harerp@ballardspahr.com kutnera@ballardspahr.com	Email
Counsel to Aviation Mall NewCo, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., S&R Company of West Seneca NewCo, LLC, Washington Commons NewCo LLC, and DGI LS, LLC, Light 125 James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Urschel Development Corporation	Barnes & Thornburg LLP	Attn: Mark R. Owens 11 S. Meridian Street Indianapolis IN 46204	mowens@btlaw.com	Email
Counsel to Retail Opportunity Investments Corp.	Bayard, P.A.	Attn: Evan T. Miller 600 N. King Street Suite 400 Wilmington DE 19801	emiller@bayardlaw.com	Email
Counsel to BICO Associates GP	Beard & Savory, PLLC	Attn: Russell W. Savory 119 South Main Street Suite 500 Memphis TN 38103	russ@bsavory.com	Email
Counsel to M&G Jewelers, Inc.	Bell Nunnally & Martin LLP	Attn: Russell W. Mills, R. Kent Love 2323 Ross Avenue Suite 1900 Dallas TX 75201	rmills@bellnunnally.com klove@bellnunnally.com	Email
Counsel to PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: Michael J. Barrie, Kevin M. Capuzzi 222 Delaware Avenue Suite 801 Wilmington DE 19801	mbarrie@beneschlaw.com kcapuzzi@beneschlaw.com	Email
Counsel to MIDAMCO, an Ohio Limited Partnership	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: William E. Schonberg, Esq. 200 Public Square Suite 2300 Cleveland OH 44114	wschonberg@beneschlaw.com	Email

Exhibit D

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Brixton Provo Mall, LLC	Bewley, Lassleben & Miller, LLP	Attn: Ernie Zachary Park 13215 E. Penn Street Suite 510 Whittier CA 90602-1797	Ernie.park@bewleylaw.com	Email
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Bialson, Bergen & Schwab	Attn: Lawrence M. Schwab, Thomas M. Gaa 633 Menlo Ave. Suite 100 Menlo Park CA 94025	Tgaa@bbslaw.com	Email
Counsel to Wilshire Investments, LLC (formerly known as Wilshire Business Center, a California General Partnership)	Binder & Malter LLP	Attn: Michael W. Malter, Julie H. Rome-Banks 2775 Park Avenue Santa Clara CA 95050	michael@bindermalter.com julie@bindermalter.com	Email
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Jeffrey Rhodes 1825 Eye Street NW Washington DC 20006	JRhodes@BlankRome.com	Email
Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker The Chrysler Building 405 Lexington Avenue New York NY 10174	Tarr@BlankRome.com EZucker@BlankRome.com	Email
Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc., Kenney Manfufacturing Company	Borges & Associates, LLC	Attn: Wanda Borges, Esq., Sue L. Chin, Esq. 575 Underhill Blvd. Suite 118 Syosset NY 11791	bankruptcy@borgeslawllc.com wborges@borgeslawllc.com schin@borgeslawllc.com	Email
Counsel to iStar Jewelry LLC	Brach Eichler LLC	Attn: Anthony M. Rainone 101 Eisenhower Parkway Roseland NJ 07068-1067	arainone@bracheichler.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	Briggs and Morgan, P.A.	Attn: James M. Jorissen 2200 IDS Center 80 South Eighth Street Minneapolis MN 55402	jorissen@briggs.com	Email
Counsel to Brookfield Proptry REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Kristen N. Pate 350 N. Orleans St. Suite 300 Chicago IL 60654-1607		First Class Mail
Counsel to SAP Industries, Inc., SAP America, Inc., Sybase, Inc., Ariba, Inc., and Concur Technologies, Inc.	Brown & Connery, LLP	Attn: Julie F. Montgomery, Esq. 6 North Broad Street Suite 100 Woodbury NJ 08096	jmontgomery@brownconnery.com	Email
BST International Fashion Ltd.	BST International Fashion Ltd.	Attn: A.R. Srinivasan Managing Director 39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay Kowloon Hong Kong		First Class Mail
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Attn: Paul M. Weiser 16435 North Scottsdale Road Suite 440 Scottsdale AZ 85254-1754	pweiser@buchalter.com	Email
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 55 Second Street 17th Floor San Francisco CA 94105-3493	schristianson@buchalter.com	Email

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Master Service List

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller 640 5th Avenue 9th Floor New York NY 10019	christopher.schueller@bipc.com	Email
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S. Dischinger One Oxford Centre 301 Grant Street, 20th Floor Pittsburgh PA 15219-1410	terry.shulsky@bipc.com tyler.dischinger@bipc.com	Email
Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	Attn: Eric G. Waxman III, Anthony De Leo 200 Liberty St. New York NY 10281	Eric.Waxman@cwt.com Anthony.Deleo@cwt.com	Email
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Attn: Richard T. Davis 5577 Youngstown-Warren Rd. Niles OH 44446	rdavis@cafarocompany.com	Email
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr. Eighty Pine Street New York NY 10005	jlevitin@cahill.com rstieglitz@cahill.com	Email
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	Attn: Sarah J. Klebolt, Esq. 120 South Central Avenue Ste. 1800 St. Louis MO 63105	sjk@carmodymacdonald.com	Email
Local Counsel to BH North American Corporation	Carter Conboy Case Blackmore Maloney & Laird, P.C.	Attn: Michael J. Catalfimo, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. Suite 500 Albany NY 12211	mcatalfimo@carterconboy.com	Email
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 5 Secured Creditor)	Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq. 2 Wall Street New York NY 10005	gadsden@clm.com bankruptcy@clm.com Dennis.roemlein@bnymellon.com	First Class Mail and Email
Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh Fashions and The Libman Company	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq. 90 Merrick Avenue East Meadow NY 11554	rmccord@certilmanbalin.com rnosek@certilmanbalin.com	Email
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601		First Class Mail
Counsel to WSSR, LLC	Chapman and Cutler LLP	Attn: Laura E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas New York NY 10020	appleby@chapman.com wilamowsky@chapman.com	Email
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shahinian & Giantomaso PC	Attn: Beth J. Rotenberg, Scott A. Zuber One Boland Drive West Orange NJ 07052	brotenberg@csglaw.com szuber@csglaw.com	Email
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall Two International Place Boston MA 02110	ksimard@choate.com jmarshall@choate.com	Email
Counsel to Winiadaewoo Electroniccs America, Inc.	Choi & Park, LLC	Attn: Hyun Suk Choi, Chull S. Park 11 Broadway Suite 615 New York NY 10004	hchoi@choilandpark.com cpark@choilandpark.com lkleist@choilandpark.com	Email
Counsel to MJ Holding Company, LLC	Chuhak & Tecson, P.C.	Attn: Miriam R. Stein 30 South Wacker Drive Suite 2600 Chicago IL 60606	mstein@chuhak.com	Email

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Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Sakar International Inc., Eastern Prime Textiles Limited, Giza Spinning & Weaving Co., Bradshaw Westwood Trust, and BST International Fashion Ltd.	CKR Law LLP	Attn: Edward L. Schnitzer, Gilbert R. Saydah Jr. 1330 Avenue of the Americas 14th Floor New York NY 10019	eschnitzer@ckrlaw.com gsaydah@ckrlaw.com	Email
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill PLC	Attn: Steven M. Richman 210 Carnegie Center, Suite 102 Princeton NJ 08540	srichman@clarkhill.com	Email
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill PLC	Attn: Steven M. Richman 830 Third Avenue, Suite 200 New York NY 10022	srichman@clarkhill.com	Email
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill Strasburger	Attn: Duane J. Brescia 720 Brazos Suite 700 Austin TX 78701	duane.brescia@clarkhillstrasburger.com	Email
Counsel to Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE	Clark Hill, PLC	Attn: David M. Blau 151 S. Old Woodward Ave. Ste. 200 Birmingham MI 48009	dblau@clarkhill.com	Email
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park One Liberty Plaza New York NY 10006	soneal@cgs.com jbromley@cgs.com aweaver@cgs.com rmukhi@cgs.com jkpark@cgs.com	First Class Mail and Email
Counsel to Bonita Casa, LLC	Cohen & Grigsby, P.C.	Attn: William E. Kelleher, Jr., Helen Sara Ward 625 Liberty Avenue Pittsburgh PA 15222-3152	wkelleher@cohenlaw.com hward@cohenlaw.com	Email
Counsel to International Union (UAW), United Steelworkers (USW), and Workers United (WU)	Cohen, Weiss and Simon LLP	Attn: Richard M. Seltzer, Melissa S. Woods 900 Third Avenue 21st Floor New York NY 10022-4869	rseltzer@cwsny.com	Email
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: Jill B. Bienstock, Esq. 1325 Avenue of the Americas 19th Fl. New York NY 10019	jbienstock@coleschotz.com	Email
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: Michael D. Warner, Esq. 301 Commerce Street Suite 1700 Fort Worth TX 76102	mwarner@coleschotz.com	Email
Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749	Michael.smith2@computershare.com	First Class Mail and Email
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.	Connolly Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths The Brandywine Building 1000 West Street, Suite 1400 Wilmington DE 19801	kbifferato@connollygallagher.com kconlan@connollygallagher.com cg Griffiths@connollygallagher.com	Email
Counsel to Washington Prime Group Inc.	Cooley LLP	Attn: Seth Van Aalten, Sarah Carnes 1114 Avenue of the Americas New York NY 10036	svanaalten@cooley.com scarnes@cooley.com	Email
Counsel to Verizon Capital Corp. and NCC Key Company	Covington & Burling LLP	Attn: Dianne Coffino, R. Alexander Clark The New York Times Building 620 Eighth Avenue New York NY 10018	dcoffino@cov.com aclark@cov.com	Email
Counsel to National Distribution Centers, LLC	Cozen O'Connor	Attn: Marl E. Felger 1201 N. Market Street Suite 1001 Wilmington DE 19801	mfelger@cozen.com	Email

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Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Stanley Black & Decker, Inc. and affiliated entities	Cravath, Swaine & Moore LLP	Attn: Paul H. Zumbro Worldwide Plaza 825 Eighth Avenue New York NY 10019	pzumbro@cravath.com	Email
Counsel to 5525 S. Soto St Associates, 5525 S. Soto Street Associates LLC	Dahan & Nowick LLP	Attn: David R. Taxin, Esq. 123 Main Street 9th Floor White Plains NY 10601	davidtaxin@dahannowick.com	Email
Counsel to Electronics for Imaging, Inc.	Davidoff Hutcher & Citron LLP	Attn: David H. Wander, Esq. 605 Third Avenue New York NY 10158	dhw@dhclegal.com	Email
Counsel to Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility	Davis Polk & Wardwell LLP	Attn: Marshall S. Huebner, Esq., Eli J. Vonnegut, Esq. 450 Lexington Avenue New York NY 10017	sears.service@davispolk.com	First Class Mail and Email
Counsel to Lakin Tire West Incorporated	Day Pitney LLP	Attn: Joshua W. Cohen 195 Church Street, 15th Floor New Haven CT 06510	jwcohen@daypitney.com	Email
Counsel to Cascade Investment, L.L.C. and SL Agent, LLC	Debevoise & Plimpton LLP	Attn: Erica S. Weisgerber, My Chi To 919 Third Avenue New York NY 10022	mcto@debevoise.com eweisgerber@debevoise.com	Email
Counsel to Namco USA Inc.	Delbello Donnellan Weingarten Wise & Wiederkehr, LLP	Attn: Juli Cvek Curley, Esq. One North Lexington Avenue 11th Floor White Plains NY 10601	jcurley@ddw-law.com	Email
DFS Services, LLC	DFS Services, LLC	Attn: Beth J. Solomon 2500 Lake Cook Road Riverwoods IL 60015	bethsolomon@discover.com	Email
Counsel to ProLogis-A4 CA IV, LP; Distribution Funding II, LLC; Prologis, L.P.; KTR Ohio LLC; Prologis and KTR LV Loan LLC	Drinker Biddle & Reath LLP	Attn: Marita S. Erbeck 600 Campus Drive Florham Park NJ 07932-1047	marita.erbeck@dbr.com	Email
Counsel to Riskonnect, Inc.	Duane Morris LLP	Attn: Lawrence J. Kotler, Wendy M. Simkulak 1540 Broadway New York NY 10036-4086	LJKotler@duanemorris.com WMSimkulak@duanemorris.com	Email
Counsel to the Chubb Companies	Duane Morris LLP	Attn: Wendy M. Simkulak, Esquire & Catherine B. Heitzenrater, Esquire 30 South 17th Street Philadelphia PA 19103	WMSimkulak@duanemorris.com Cheitzenrater@duanemorris.com	Email
Counsel to Landlord of Kmart store in Frederiksted, VI (Store #7413) referred in various papers as Sunshine Shopping Center Inc, Mall of Saint Croix, Sunshine Mall, Hatim Yusuf, and Plaza Juana Diaz, landlord of Kmart Store in Puerto Rico (Store #3993)	Edgardo Munoz, PSC	Attn: Edgardo Munoz, PSC 364 Calle Lafayette San Juan PR 00917-3113	emunozPSC@gmail.com	Email
Counsel to Prestige Bay Plaza Development Corp.	Eiseman Levine Lehrhaupt & Kakoyiannis, P.C.	Attn: Laurence May, Esq. 805 Third Avenue 10th Floor New York NY 10022	lmay@eisemanlevine.com	Email
Counsel to McDonald's Corporation	Elliott Greenleaf, P.C.	Attn: Rafael X. Zahralddin-Aravena, Shelley A. Kinsella, Eric M. Sutty 1105 N. Market Street Suite 1700 Wilmington DE 19801	rxza@elliottgreenleaf.com sak@elliottgreenleaf.com ems@elliottgreenleaf.com	Email
Environmental Protection Agency	Environmental Protection Agency	Attn: Matthew Leopold, General Counsel Office of General Counsel 2310A 1200 Pennsylvania Ave NW, 2310A Washington DC 20460	Leopold.matt@Epa.gov	Email
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Epicor Software Corporation	Attn: Larry Bercovich Senior Legal Counsel 4120 Dublin Blvd., Suite 300 Dublin CA 94568	lbercovitch@epicor.com	Email

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Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the McClatchy Company and its Affiliates	Felderstein Fitzgerald Willoughby & Pascuzzi LLP	Attn: Paul J. Pascuzzi 400 Capitol Mall Suite 1750 Sacramento CA 95814	ppascuzzi@ffwplaw.com	Email
Counsel to Santa Rosa Mall, LLC	Ferraiuoli LLC	Attn: Gustavo A. Chico-Barris 221 Plaza 221 Ponce de Leon Avenue, 5th Floor San Juan PR 00917	gchico@ferraiuoli.com	Email
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Mark E. Wilson 203 North LaSalle Street Suite 2100 Chicago IL 60601	mark.wilson@fisherbroyles.com	Email
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Patricia B. Fugée 27100 Oakmead Drive #306 Perrysburg OH 43553	patricia.fugee@fisherbroyles.com	Email
Counsel to CenterPoint Properties Trust, and Victor Reagan Family Trust	Foley & Lardner LLP	Attn: Derek L. Wright & Katherine R. Catanese 90 Park Ave. New York NY 10016	dlwright@foley.com kcatanese@foley.com	Email
Counsel to CenterPoint Properties Trust	Foley & Lardner LLP	Attn: Michael Small 321 N. Clark Street Suite 2800 Chicago IL 60654	mssmall@foley.com	Email
Counsel to Victor Reagan Family Trust	Foley Gardere Foley & Lardner LLP	Attn: Thomas Scannell 2021 McKinney Avenue Suite 1600 Dallas TX 75201	tscannell@foley.com	Email
Counsel for Sherthal, LLC	Fox Rothschild LLP	Attn: Allen J. Guon, Esq. 321 N. Clark Street Suite 800 Chicago IL 60654	aguon@foxrothschild.com	Email
Counsel to Hanesbrands, Inc. and Sherthal, LLC	Fox Rothschild LLP	Attn: Paul J. Labov 101 Park Avenue Suite 1700 New York NY 10017	plabov@foxrothschild.com	Email
Counsel to Hanesbrands, Inc.	Fox Rothschild LLP	Attn: Thomas M. Horan 919 North Market Street Suite 300 Wilmington DE 19899-2323	thoran@foxrothschild.com	Email
Counsel to Capref Burbank, LLC	Fox Rothschild, LLP	Attn: Mark E. Hall, Michael R. Herz 49 Market Street Morristown NJ 07960	mhall@foxrothschild.com mherz@foxrothschild.com	Email
Counsel to The Chamberlain Group, Inc.	Fox Swibel Levin & Carroll LLP	Attn: N. Neville Reid 200 West Madison Street Suite 3000 Chicago IL 60606	nreid@foxswibel.com	Email
Counsel to Bottling Group, LLC and its affiliates and subsidiaries, operating as Pepsi Beverages Company and Frito-Lay North America, Inc.	FrankGecker LLP	Attn: Joseph D. Frank, Jeremy C. Kleinman 325 North LaSalle Street Suite 625 Chicago IL 60654	jfrank@fgllp.com jkleinman@fgllp.com	Email
Counsel for True Value Company	Freeborn & Peters LLP	Attn: Devon J. Eggert, Esq. 311 South Wacker Drive Suite 3000 Chicago IL 60606	deggert@freeborn.com	Email

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Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, in trust for the registered holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Frenkel, Lambert, Weiss, Weisman & Gordon, LLP	Attn: Michelle C. Marans, Esq. 53 Gibson Street Bay Shore NY 11706		First Class Mail
Counsel to Seritage Growth Properties, Seritage SRC Finance LLC, and Seritage KMT Finance LLC	Fried, Frank, Harris, Shriver & Jacobson LLP	Attn: Brad Eric Scheler, Scott B. Luftglass, Peter B. Siroka One New York Plaza New York NY 10004	brad.eric.scheler@friedfrank.com scott.luftglass@friedfrank.com peter.siroka@friedfrank.com	Email
Counsel to Sitel Operating Corporation	Frost Brown Todd LLC	Attn: Edward M. King 400 W Market St Suite 3200 Louisville KY 40202	tking@fbtlaw.com	Email
Counsel to Washington Prime Group Inc. and The Kroger Co.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	rgold@fbtlaw.com awebb@fbtlaw.com	Email
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances	Fultz Maddox Dickens PLC	Attn: Phillip A. Martin, Laura M. Brymer 101 South Fifth Street 27th Floor Louisville KY 40202	pmartin@fmdlegal.com lbrymer@fmdlegal.com	Email
Counsel to Yang Ming (America) Corp., and Yang Ming Marine Transport Corp.	Gellert Scali Busenkell & Brown LLC	Attn: Gary F. Seitz 8 Penn Center 1628 John F. Kennedy Blvd, Suite 1901 Philadelphia PA 19103	gseitz@gsbblaw.com	Email
Counsel to Community Unit School District 300	Gensburg Calandriello & Kanter, P.C.	Attn: Matthew T. Gensburg 200 West Adams Street Suite 2425 Chicago IL 60606	mgensburg@gcklegal.com	Email
Counsel to Henkel Corporation, American Lebanese Syrian Associated Charities, Inc.	Gibbons P.C.	Attn: Brett S. Theisen, Natasha M. Songonuga One Pennsylvania Plaza 37th Floor New York NY 10119-3701	btheisen@gibbonslaw.com nsongonuga@gibbonslaw.com	Email
Counsel to Henkel Corporation	Gibbons P.C.	Attn: Howard A. Cohen 300 Delaware Avenue Suite 1015 Wilmington DE 19801-1671	hcohen@gibbonslaw.com	Email
Counsel to Interested Party, and Saker ShopRites, Inc.	Giordano, Halloran & Ciesla, P.C.	Attn: Donald F. Campbell, Jr. 125 Half Mile Road Suite 300 Red Bank NJ 07701	dcampbell@ghclaw.com	Email
Counsel to A.O. Smith Corporation, and Johnson Controls, Inc.	Godfrey & Kahn, S.C.	Attn: Timothy F. Nixon One East Main Street Suite 500 Madison WI 53703	tnixon@gklaw.com	Email
Counsel to Infinite Peripherals, Inc.	Goldstein & McClintock LLP	Attn: Thomas R. Fawkes 375 Park Avenue Suite 2670 New York NY 10152	tomf@goldmclaw.com	Email
Counsel to AMAV Enterprises Ltd.	Golenbock Eiseman Assor Bell & Peskoe LLP	Attn: Jonathan L. Flaxer, Esq., Michael S. Weinstein, Esq. 711 Third Avenue New York NY 10017	jflaxer@golenbock.com mweinstein@golenbock.com	Email
Counsel to Waste Management National Services, Inc.	Goodwin Procter LLP	Attn: Barry Z. Bazian The New York Times Building 620 Eighth Avenue New York NY 10018	gfox@goodwinlaw.com bbazian@goodwinlaw.com	Email
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Douglas B. Rosner 400 Atlantic Avenue Boston MA 02110-3333	drosner@goulstonstorrs.com	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Trevor R. Hoffmann 885 Third Avenue 18th Floor New York NY 10022	thoffmann@goulstonstorrs.com	Email
Counsel to Little Caesar Enterprises, Inc. and Blue Line Foodservice Distribution, Inc.	Gray, Plant, Mooty, Mooty & Bennett, P.A.	Attn: Phillip W. Bohl 80 S. Eighth St. Minneapolis MN 55402	phillip.bohl@gpmlaw.com	Email
Counsel to American National Insurance Company	Greer, Herz & Adams, LLP	Attn: Frederick Black, Tara B. Annweiler, Marc D. Young One Moody Plaza 18th Floor Galveston TX 77550	tannweiler@greerherz.com	Email
Counsel to Criteo S.A.	Hahn & Hessen LLP	Attn: Janine M. Figueiredo, Esq. 488 Madison Avenue 15th Floor New York NY 10022	jfigueiredo@hahnhessen.com	Email
Counsel to Relator Carl Ireland, Administrator the Estate of James Garbe	Halperin Battaglia Benzija, LLP	Attn: Alan D. Halperin, Esq., Ligue Gu, Esq. 40 Wall Street 37th Floor New York NY 10005	ahalperin@halperinlaw.net lgu@halperinlaw.net	Email
Co-Counsel to Taubman Landlords and NW Properties Landlords	Halperin Battaglia Benzija, LLP	Attn: Donna H. Lieberman, Esq. 40 Wall Street 37th Floor New York NY 10005	dlieberman@halperinlaw.net	Email
Top 20 Unsecured Creditor	Hanesbrands Inc	Attn: Joia Johnson, Chief Administrative Officer and General Counsel 1000 East Hanes Mill Road Winston Salem NC 27105	joia.johnson@hanes.com howard.upchurch@hanes.com	First Class Mail and Email
Counsel to Van Hook Service Co., Inc.	Harris Beach PLLC	Attn: Kevin Tompsett, Esq. 99 Garnsey Road Pittsford NY 14534	ktompsett@harrisbeach.com	Email
Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Herrick, Feinstein LLP	Attn: Sean E. O'Donnell, Stephen B. Selbst, Steven B. Smith, Michelle M. Sekowski 2 Park Avenue New York NY 10016	sodonnell@herrick.com sselbst@herrick.com ssmith@herrick.com msekowski@herrick.com	Email
Counsel to BH North American Corporation	Higgs Fletcher & Mack LLP	Attn: Martin A. Eliopoulos, Esq. 401 West A Street Suite 2600 San Diego CA 92101	elio@higglaw.com	Email
Counsel for Cushman & Wakefield Inc.	Holland & Knight LLP	Attn: Arthur E. Rosenberg, Esq., Marc L. Antonecchia, Esq. 31 West 52nd Street New York NY 10019	arthur.rosenberg@hklaw.com Marc.Antonecchia@hklaw.com	Email
Counsel to Plaza las Americas, Inc., Plaza del Caribe, S.E., and Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Barbra R. Parlin 31 West 52nd Street New York NY 10019	barbra.parlin@hklaw.com elvin.ramos@hklaw.com	Email
Counsel to Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Jose A. Casal, Esq., Joaquin J. Alemany, Esq. 701 Brickell Avenue Suite 3300 Miami FL 33131	jose.casal@hklaw.com jialemany@hklaw.com	Email
Counsel to Midwest Tool, Cutlery Company	Honigman Miller Schwartz and Cohn LLP	Attn: Lawrence A. Lichtman 2290 First National Building 660 Woodward Avenue Detroit MI 48226	llichtman@honigman.com	Email
Counsel to John C. Adams and Kennylugenia Adams	Hopkins & Carley	Attn: Jay M. Ross, Monique D. Jewett-Brewster The Letitia Building 70 S First Street San Jose CA 95113-2406	jross@hopkinscarley.com mjb@hopkinscarley.com	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Matson Navigation Company, Inc.	Hughes Hubbard & Reed LLP	Attn: Christopher Gartman One Battery Park Plaza New York NY 10004	chris.gartman@hugheshubbard.com	Email
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019, McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Brett L. Gross, Michael S. Legge 200 Park Avenue New York NY 10166	bgross@ HuntonAK.com mlegge@ huntonak.com	First Class Mail and Email
Counsel to McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Gregory G. Hesse 1445 Ross Avenue Suite 3700 Dallas TX 75202	ghesse@ huntonak.com	Email
Counsel to CBL & Associates Management, Inc.	Husch Blackwell LLP	Attn: Caleb T. Holzaepfel 736 Georgia Avenue Suite 300 Chattanooga TN 37402	caleb.holzaepfel@huschblackwell.com	Email
Counsel to WC Independence Center LLC, WC MRP Belleville Center, LLC	Husch Blackwell LLP	Attn: Lynn H. Butler 111 Congress Avenue Suite 1400 Austin TX 78701	lynn.butler@huschblackwell.com	Email
Counsel to 5330 Crosswind, LLC	Ice Miller LLP	Attn: Daniel R. Swetnam 250 West Street Suite 700 Columbus OH 43215	Daniel.Swetnam@icemiller.com	Email
County of Imperial, California	Imperial County Treasurer- Tax Collector	Attn: Karen Vogel, Treasurer-Tax Collector 940 West Main Street Suite 106 El Centro CA 92243	taxcollector@co.imperial.ca.us	Email
Impremedia Operating Company, LLC	Impremedia Operating Company, LLC	Attn: Alex Macias 915 Wilshire Blvd Ste. 800 Los Angeles CA 90017	alex.macias@impremedia.com	Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation 2970 Market Street Philadelphia PA 19104-5016	Mimi.M.Wong@irs counsel.treas.gov	First Class Mail and Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	Mimi.M.Wong@irs counsel.treas.gov	First Class Mail and Email
Counsel to Iron Mountain Information Management, LLC,	Iron Mountain Information Management, LLC	Attn: Joseph Corrigan One Federal Street Boston MA 02110	Bankruptcy2@ironmountain.com	Email
Counsel to Data Print Technologies, Inc.	Jasne & Florio, L.L.P.	Attn: Hugh G. Jasne, Esq., Diane L. Klein, Esq. 30 Glenn Street Suite 103 White Plains NY 10603	hgi@jasneflorio.com dk@jasneflorio.com	Email
Counsel to Lennox International Inc. and Lennox National Account Services, LLC	Judith Elkin PLLC	Attn: Judith Elkin 23 Malsana Lane New Rochelle NY 10805	elkinj@mac.com	Email
Counsel to Amazon.com Services, Inc., Amazon Payments, Inc., and Amazon Services LLC.	K&L Gates LLP	Attn: Robert T. Honeywell, Esq. 599 Lexington Avenue New York NY 10022	robert.honeywell@klgates.com	Email
Counsel to GBR Green Acres Limited Liability Company, Greenwich 29 L.P., and 909 Group, L.P.	Keane & Beane, P.C.	Attn: Andrew P. Tureaud 445 Hamilton Avenue 15th Floor White Plains NY 10601	atureaud@kblaw.com	Email
Counsel to Computershare Turst Company, N.A., as Indenture Trustee	Kelley Drye & Warren LLP	Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq. 101 Park Avenue New York NY 10178	KDWBankruptcyDepartment@ KelleyDrye.com bfeder@ kelleydrye.com	Email

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Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Voortman Cookies Limited	Kenney Shelton Liptak & Nowak, LLP	Attn: Jeffery A. Carlino, Esq. The Calumet Building 233 Franklin Street Buffalo NY 14202	jacarlino@kslnlaw.com	Email
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances, (i) GLP US Management, LLC, (ii) Icon Owner Pool 4 Northeast/Midwest, LLC, (iii) Western B Southeast FL, LLC, (iv) Icon Owner Pool 1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF Non-Business Parks, LLC, (vi) Icon DP MD Owner Pool 2 West/Northeast/Midwest, LLC, and (vii) Icon Owner Pool 1 SF Business Parks, LLC	Klestadt Winters Jureller Southard & Stevens, LLP	Attn: Sean C. Southard, Lauren C. Kiss 200 West 41st Street 17th Floor New York NY 10036-7203	ssouthard@klestadt.com lkiss@klestadt.com	Email
Counsel to PREIT Services, LLC, BET Investments, and the Robbins Companies	Kurtzman Steady, LLC	Attn: Jeffrey Kurtzman 401 S. 2nd Street Suite 200 Philadelphia PA 19147	kurtzman@kurtzmansteady.com	Email
Counsel to Alatex, a Joint Venture, Papa Rochester, LP, Walters Investments, LP, Wal-Go Associates LLC	Langley & Banack, Incorporated	Attn: David S. Gragg Trinity Plaza II, Ninth Floor 745 E. Mulberry, Suite 900 San Antonio TX 78212	dgragg@langleybanack.com	Email
Counsel for 4th Street South II, LLC, a Michigan Limited Liability Company	Lasky Fifarek, P.C.	Attn: John R. Fifarek, Esq. 120 N. Washington Square Ste. 625 Lansing MI 48933	jfifarek@laskyfifarek.com	Email
Counsel to Oster Yorktown Properties, LLC, U.S. Realty 86 Associates and Westmount Plaza Associates	Lasser Hochman, L.L.C.	Attn: Richard L. Zucker 75 Eisenhower Parkway Roseland NJ 07068	rzucker@lasserhochman.com	Email
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Marc A. Zelina 885 Third Avenue New York NY 10022	marc.zelina@lw.com	Email
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Peter M. Gilhuly, Ted A. Dillman 355 South Grand Ave Ste. 100 Los Angeles CA 90071-1560	peter.gilhuly@lw.com ted.dillman@lw.com	Email
Counsel to Vandale Industries, Inc.	Law Office of Gilbert A. Lazarus, PLLC.	Attn: Gilbert A. Lazarus 92-12 68th Avenue Forest Hills NY 11375	gillazarus@gmail.com	Email
Counsel to NW Properties Landlords	Law Office of Kevin S. Neiman, PC	Attn: Kevin S. Neiman 999 18th Street Suite 1230 S Denver CO 80202	kevin@ksnp.com	Email
Counsel to Dart Warehouse Corporation	Law Office of William P. Fennell, APLC	Attn: William P. Fennell 401 West A Street Suite 1800 San Diego CA 92101	william.fennell@fennelllaw.com luralene.schultz@fennelllaw.com office@fennelllaw.com	Email
Counsel for U.S. Bank National Association d/b/a U.S. Bank Equipment Finance	Law Offices of Charles A. Gruen	381 Broadway Suite 300 Westwood NJ 07675	cgruen@gruenlaw.com	Email
Local Counsel for the Certain Texas Taxing Entities	Law Offices of Douglas T. Tabachnik, P.C.	Attn: Douglas T. Tabachnik, Esq. 63 West Main Street Suite C Freehold NJ 07728	dtabachnik@dttlaw.com	Email
Counsel to Caparra Center Associates, San Patricio Plaza ("SPP") Landlord	Law Offices of Penny R. Stark	Attn: Penny R. Stark 9861 Sunrise Lakes Boulevard Suite 308 Fort Lauderdale FL 33322	pstarkesq@gmail.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Cudlie Accessories LLC, Flatbush Center Parking LLC, Project 28 Clothing LLC, and Ikeddi Imports LLC	Lazarus & Lazarus, P.C.	Attn: Harlan M. Lazarus 240 Madison Avenue 8th Floor New York NY 10016	hlazarus@lazarusandlazarus.com harlan.lazarus@gmail.com	Email
Counsel to Westfield, LLC and its affiliate, Annapolis Mall Owner LLC, Brandon Shopping Center Partners LTD, Broward Mall LLC, Citrus Park Mall Owner LLC, Countryside Mall LLC, Roseville Shoppingtown LLC, Meriden Square Partnership, Montgomery Mall Owner LLC, North County Fair LP and EWH Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter LLC, Sunrise Mall LLC, UTC Venture LLC, Valencia Town Center Venture, L.P., Wheaton Plaza Regional Shopping Center LLC, Beneson Capital Partners, LLC and its affiliate Brooks Shopping Centers, LLC, Concord Mall LP, and Berkshire Mall LP	LeClairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland 545 Long Wharf Drive 9th Floor New Haven CT 06511	ilan.markus@leclairryan.com niclas.ferland@leclairryan.com andrew.cole@leclairryan.com	Email
Counsel to DXC Technology Services LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	LeClairRyan, PLLC	Attn: Janice B. Grubin, Alex J. Chase 885 Third Avenue 16th Floor New York NY 10022	janice.grubin@leclairryan.com alex.chase@leclairryan.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	Leonard, O'Brien, Spencer, Gale & Sayre, Ltd.	Attn: James M. Jorissen 100 South Fifth Street Suite 2500 Minneapolis MN 55402	jorissen@losgs.com	Email
Counsel to Bexar County	Linebarger Goggan Blair & Sampson, LLP	Attn: David G. Aelvoet 711 Navarro Street Ste 300 San Antonio TX 78205	sanantonio.bankruptcy@publicans.com	Email
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane Wade Sanders P.O. Box 17428 Austin TX 78760		First Class Mail
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75027	dallas.bankruptcy@publicans.com	Email
Counsel to Matagorda County, Angelina County, Cleveland ISD, Galveston County, Orange County, Cypress-Fairbanks ISD, Tyler County, Fort Bend County, Wharton Co Jr Coll Dist, Harris County, Jasper County, Houston CAD, Montgomery County, and Polk County	Linebarger Goggan Blair & Sampson, LLP	Attn: John P. Dillman PO Box 3064 Houston TX 77253-3064	houston_bankruptcy@publicans.com	Email
Counsel to LTMAC Properties, LLC	Linowes and Blocher LLP	Attn: John T. Farnum, Esq. 7200 Wisconsin Avenue Suite 800 Bethesda MD 20814	jfarnum@linowes-law.com	Email
Counsel to SUSO 4 Ocean LP and Maynardville Pike LP	Lippes Mathias Wexler Friedman LLP	Attn: John A. Mueller 50 Fountain Plaza Suite 1700 Buffalo NY 14202-2216	jmueller@lippes.com	Email
Counsel to Pension Benefit Guaranty Corporation	Locke Lord LLP	Attn: Brian A. Raynor, Aaron C. Smith 111 South Wacker Drive Chicago IL 60606	braynor@lockelord.com asmith@lockelord.com	Email
Counsel to DFS Services, LLC	Locke Lord LLP	Attn: Ira S. Green 200 Vesey Street New York NY 10281	ira.greene@lockelord.com	Email
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: Joseph N. Froehlich Brookfield Place 200 Vesey Street, 20th Floor New York NY 10281	jfroehlich@lockelord.com	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: W. Steven Bryant 600 Congress Avenue Ste. 2200 Austin TX 78701	sbryant@lockelord.com	Email
Counsel to Active Media Services, Inc., d/b/a Active International	Lowenstein Sandler LLP	Attn: Bruce Buechler One Lowenstein Drive Roseland NJ 07068	bbuechler@lowenstein.com	Email
Counsel to LG Electronics USA, Inc. and Valvoline	Lowenstein Sandler LLP	Attn: Bruce S. Nathan, Esq., Eric S. Chafetz, Esq. 1251 Avenue of the Americas New York NY 10020	echafetz@lowenstein.com bnathan@lowenstein.com	Email
Counsel to Trinet Essential Facilities XXVII, Inc.	Lubin Olson & Niewiadomski LLP	Attn: Dennis D. Miller The Transamerica Pyramid 600 Montgomery Street, 14th Floor San Francisco CA 94111	dmiller@lubinolson.com	Email
Counsel to City of Minneapolis	Mayerson & Hartheimer PLLC	Attn: David H. Hartheimer 845 Third Avenue New York NY 10022	david@mhlaw-ny.com	Email
Counsel to the County of Anderson, Texas, Bastrop County Water Control and Improvement District #2, The County of Bastrop, Texas, Tax Appraisal District of Bell County, The County of Bosque, Texas, Bowie Central Appraisal District, The County of Brazos, Texas, Brown County Appraisal District, Burnet Central Appraisal District, Cherokee County Appraisal District, The County of Cherokee, Texas, The County of Comal, Texas, The County of Coryell, Texas, The County of Denton, Texas, Denton County Road Utility District #1, County of Erath, The County of Guadalupe, Texas, Harrison Central Appraisal District, The County of Harrison, Texas, The County of Hays, Texas, The County of Henderson, Texas, The County of Jasper, Texas, Goesbeck Independent School District, The City of Groesbeck, Texas, Mexia Independent School District, City of Waco and/or Waco Independent School District, Midland Central Appraisal District, Central Appraisal District of Taylor County, Terry County Appraisal District, The County of Wharton, Texas and The County of Williamson, Texas, (jointly "The Texas Ad Valorem Taxing Jurisdictions")	McCreary, Veselka, Bragg & Allen, P.C.	Attn: Lee Gordon, Tara LeDay P. O. Box 1269 Round Rock TX 78680	tleday@mvalaw.com	Email
Counsel to Automotive Rentals, Inc., and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Brian S. McGrath, Kristen D. Romano 112 West 34th Street Suite 1515 New York NY 10120	bmcgrath@mcglinchey.com kromano@mcglinchey.com	Email
Counsel to Automotive Rentals, Inc. and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Mark J. Chaney, Esq., Richard A. Aguilar, Esq., Rudy J. Cerone, Esq. 601 Poydras Street 12th Floor New Orleans LA 70130	mchaney@mcglinchey.com ragular@mcglinchey.com rcerone@mcglinchey.com	Email
Counsel to Winners Industry Co., Ltd.	McKool Smith, P.C.	Attn: H. Jeffrey Schwartz One Bryant Park 47th Floor New York NY 10036	hjschwartz@mckoolsmith.com	Email
Counsel to Creditors Loki Investments, LLC, Michael Rue, J. Terry Eager and Susan B. Eager, as Co-Trustees of the J. Terry Eager Family Trust-1995, and CEMR Properties	Meegan, Hanschu & Kassenbrock	Attn: David Meegan 11341 Gold Express Drive Suite 110 Gold River CA 95670	dmeegan@mhsacto.com	Email
Counsel to Royal Consumer Products, LLC	Meister Seelig & Fein LLP	Attn: Christopher J. Major 125 Park Avenue 7th Floor New York NY 10017	cjm@msf-law.com	Email
Counsel to Prince George's County, Maryland, Calvert County, Maryland and Charles County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue Suite 400 Riverdale MD 20737-1385	nkenworthy@mrrlaw.net	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Andrew M. Leblanc 1850 K Street, NW Suite 1100 Washington DC 20006	ALeblanc@milbank.com	Email
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Craig M. Price 28 Liberty Street New York NY 10005-1413	cprice@milbank.com	Email
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Robert J. Lubicic 2029 Century Park East 33rd Floor Los Angeles CA 90067	RLubicic@milbank.com	Email
Counsel to Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Attn: Steven A. Ginther, Special Assistant Attorney General 301 W. High Street, Room 670 P.O. Box 475 Jefferson City MO 65105-0475	sdnyecf@dor.mo.gov	Email
Counsel to Acxiom Corporation	Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.	Attn: Stan D. Smith 425 West Capitol Avenue Suite 1800 Little Rock AR 72201-3525	ssmith@mwlaw.com	Email
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Attn: Kevin P. Montee, Esq. 1250-I Newell Ave. Suite 149 Walnut Creek CA 94596		First Class Mail
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Laura McCarthy One Federal Street 32nd Fl Boston MA 02110-1726	laura.mccarthy@morganlewis.com	Email
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Neil E. Herman 101 Park Avenue New York NY 10178-0600	neil.herman@morganlewis.com	Email
Counsel to Net Lease Management Partners, L.L.C., Greensboro Lease Management, L.L.C., and Brighton Lease Management, L.L.C.	Morris James LLP	Attn: Stephen M. Miller 500 Delaware Avenue, Suite 1500 P.O. Box 2306 Wilmington DE 19899-2306	smiller@morrisjames.com	Email
Counsel to Lefmark Tamiami, Inc.	Morris, Nichols, Arst & Tunnell LLP	Attn: Curtis S. Miller, Joseph C. Barsalona II 1201 North Market Street P.O. Box 1347 Wilmington DE 19899	cmiller@mnat.com jbarsalona@mnat.com	Email
Counsel to SRC O.P. LLC, SRC Facilities LLC and SRC Real Estate (TX) LLC	Morrison & Foerster LLP	Attn: Brett H. Miller, Mark Alexander Lightner 250 West 55th Street New York NY 10019-9601	BrettMiller@mofo.com MLightner@mofo.com	Email
Counsel to Icon Health & Fitness, Inc.	Morrison & Foerster LLP	Attn: Jennifer L. Marines, Benjamin W. Butterfield 250 West 55th Street New York NY 10019	jmarines@mofo.com bbutterfield@mofo.com	Email
Counsel to Allure Gems, LLC	Morrison Cohen LLP	Attn: Joseph T. Moldovan, Robert K. Dakis 909 Third Avenue New York NY 10022	bankruptcy@morrisoncohen.com	Email
Counsel to Puerto Rico Supplies Group, Inc. and its subsidiaries and/or affiliates, Glamour Corporation, Healthtex Distributors PR, Inc., PRS Export Group, LLC, PRS On Time Distributors, LLC. (collectively "PRSG").	MRO Attorneys at Law, LLC	Attn: Myrna L. Ruiz-Olmo, Esq. PO Box 367819 San Juan PR 00936-7819	mro@prbankruptcy.com	Email
Counsel to Whirlpool Corporation	Munger, Tolles & Olson, LLP	Attn: Bradley R. Schneider, Thomas B. Walper 350 South Grand Avenue 50th Floor Los Angeles CA 90071-1560	bradley.schneider@mto.com thomas.walper@mto.com	Email

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Master Service List

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to International Airport Center, Inc.	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry 500 N. Akard Street Suite 3800 Dallas TX 75201-6659	dperry@munsch.com	Email
National Association of Attorneys General	National Association of Attorneys General	Attn: Karen Cordry 1850 M St., NW 12th Floor Washington DC 20036	kcordry@naag.org	Email
Counsel to Michelin North America, Inc.	Nelson Mullins Riley & Scarborough LLP	Attn: Jody A. Bedenbaugh 1320 Main Street, 17th Floor Post Office Box 11070 (29211) Columbia SC 29201	jody.bedenbaugh@nelsonmullins.com	Email
Counsel to Retail Opportunity Investments Corp.	Nelson Mullins Riley & Scarborough LLP	Attn: Shane G. Ramsey 280 Park Avenue 15th Floor West New York NY 10017	shane.ramsey@nelsonmullins.com	Email
New York State Department of Taxation and Finance	New York State Department of Taxation and Finance	Attn: Enid Nagler Stuart; Assistant Attorney General Special Bankruptcy Counsel, Office of the New York State Attorney General 28th Liberty Street, 17th Floor New York NY 10005	enid.stuart@ag.ny.gov	Email
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Christopher M. Desiderio 55 West 46th Street New York NY 10036	cdesiderio@nixonpeabody.com	Email
Counsel to Coral Reef Asia Pacific a/k/a White Mountain Footwear and 266 Route 125, LLC	Nixon Peabody, LLP	Attn: Daniel W. Sklar, Esquire 900 Elm Street Manchester NH 03101	dsklar@nixonpeabody.com	Email
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Richard C. Pedone 100 Summer Street Boston MA 02110	rpedone@nixonpeabody.com	Email
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Bob B. Bruner 1301 McKinney Suite 5100 Houston TX 77010	bob.brunner@nortonrosefulbright.com	Email
Counsel to World Technologies, Inc. d/b/a Techtronic Industries Power Equipment; Cantor Fitzgerald Securities as Administrative Agent and Collateral Agent under the Superpriority Junior Lien Secured DIP Credit Agreement; Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Howard Seife, Christy Rivera, Stephen Castro, David A. Rosenzweig 1301 Avenue of the Americas New York NY 10019-6022	howard.seife@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com stephen.castro@nortonrosefulbright.com david.rosenzweig@nortonrosefulbright.com	Email
Counsel to Commonwealth of Pennsylvania, Department of Revenue	Office of Attorney General	Attn: Carol E. Momjian, Josh Shapiro The Phoenix Building 1600 Arch Street, Suite 300 Philadelphia PA 19103	cmomjian@attorneygeneral.gov	Email
Counsel to the Comptroller of Public Accounts of the State of Texas	Office of the Texas Attorney General	Attn: Rachel R. Obaldo, Assistant Attorney General Bankruptcy & Collections Division MC 008 P.O. Box 12548 Austin TX 78711-2548	rachel.obaldo@oag.texas.gov	Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Ste. 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	First Class Mail and Email
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Albena Petраков, Esq. 10 East 40th Street New York NY 10016	apetраков@offitkurman.com	Email
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Stephen A. Metz, Esq. 4800 Montgomery Lane 9th Floor Bethesda MD 20814	smetz@offitkurman.com	Email

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Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to J.W. Mitchell Company, LLC	O'Keefe & Associates Law Corporation, P.C.	Attn: Sean A. O'Keefe 130 Newport Center Drive Suite 140 Newport Beach CA 92660	sokeefe@okeefelc.com	Email
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Darren L. Patrick 400 South Hope Street Los Angeles CA 90071-2899	dpatrick@omm.com	Email
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Jennifer Taylor Two Embarcadero Center, 28th Floor San Francisco CA 94111	jtaylor@omm.com	Email
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Matthew P. Kremer Times Square Tower 7 Times Square New York NY 10036	mkremer@omm.com	Email
Counsel to Invicta Watch Company of America, Inc.	Orshan, P.A.	Attn: Paul L. Orshan, Esq. 701 Brickell Ave., Suite 2000 Miami FL 33131	paul@orshanpa.com	Email
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Attn: Lily Wang No 9 Yueyang Road, Building B Qingdao Shandong 266000 China	lily@pacogarment.com	First Class Mail and Email
Counsel to Hangzhou GreatStar Industrial Co., Ltd	Parker Poe Adams & Bernstein LLP	Attn: Kiah T. Ford IV 401 South Tryon Street Suite 3000 Charlotte NC 28202	chipford@parkerpoe.com	Email
Counsel to GACP II, L.P.	Paul Hastings LLP	Attn: Leslie A. Plaskon, Esq., Andrew V. Tenzer, Esq., Shlomo Maza, Esq. 200 Park Avenue New York NY 10166	leslieplaskon@paulhastings.com andrewtenzer@paulhastings.com shlomomaza@paulhastings.com	Email
Proposed Conflict Counsel for Debtors and Debtors in Possession	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Paul M. Basta, Kelley A. Cornish, Lewis R. Clayton, Susanna M. Buergel, Robert Britton, Jonathan Hurwitz 1285 Avenue of the Americas New York NY 10019	pbasta@paulweiss.com kcornish@paulweiss.com lclayton@paulweiss.com sbuergel@paulweiss.com rbritton@paulweiss.com jhurwitz@paulweiss.com	Email
Counsel to Red Bull North America, Inc.	Pepper Hamilton LLP	Attn: Henry Jaffe, Kenneth A. Listwak Hercules Plaza, Suite 5100 1313 N. Market Street Wilmington DE 19899-1709	jaffeh@pepperlaw.com listwakk@pepperlaw.com	Email
Local Counsel for the Certain Texas Taxing Entities	Perdue Brandon Fielder Collins and Mott, LLP	Attn: Ebony Cobb, Esq. 500 East Border Street Suite 640 Arlington TX 76010	ecobb@pbfcml.com	Email
Counsel to Fayette County, Kerr County, City of Weslaco, Weslaco Independent School District, Kendall County, Maverick County & Uvalde County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: John T. Banks 3301 Northland Drive Suite 505 Austin TX 78731	jbanks@pbfcml.com	Email
Counsel to Richardson ISD, City of Garland, Garland ISD, Carrollton-Farmers Branch ISD	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Ebony Cobb 500 E. Border Street Suite 640 Arlington TX 76010	ecobb@pbfcml.com	Email
Counsel to Lubbock Central Appraisal District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe P.O. Box 817 Lubbock TX 79408	lmbkr@pbfcml.com	Email
Counsel to Spring Branch Independent School District, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik 1235 North Loop West Suite 600 Houston TX 77008	osonik@pbfcml.com	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Norton Mailman Associates	Pick & Zabicki LLP	Attn: Douglas J. Pick 369 Lexington Avenue 12th Floor New York NY 10017	dpick@picklaw.net	Email
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Pierce McCoy, PLLC	Attn: Jonathan A. Grasso 85 Broad Street Suite 17-063 New York NY 10004	jon@piercemccoy.com	Email
Counsel to Tote, Inc.	Price Meese Shulman & D'Arminio, P.C.	Attn: Rick A. Steinberg 50 Tice Boulevard Suite 380 Woodcliff Lake NJ 07677	rsteinberg@pricemeese.com	Email
Counsel to MCS Hemet Valley Center LLC	Procopio, Cory, Hargreaves & Savitch LLP	Attn: Gerald P. Kennedy 525 B Street Suite 2200 San Diego CA 92101	gerald.kennedy@procopio.com	Email
Counsel to ABC Supply Co. Inc.	Pryor & Mandelup, L.L.P.	Attn: Robert L. Pryor 675 Old Country Road Westbury NY 11590	rip@pryormandelup.com	Email
Counsel to Broad Street Station, LLC c/o Collett	Pryor Cashman LLP	Attn: Marie Polito Hofsdal 7 Times Square New York NY 10036	mhofsdal@pryorcashman.com	Email
Counsel to Omega Advisors Inc.	Quinn Emanuel Urquhart & Sullivan LLP	Attn: Susheel Kirpalani, Jonathan E. Pickhardt, Andrew S. Corkhill, Matthew Scheck, Ellison Ward Merkel 51 Madison Avenue 22nd Floor New York NY 10010	susheelkirpalani@quinnmanuel.com jonpickhardt@quinnmanuel.com andrewcorkhill@quinnmanuel.com matthewscheck@quinnmanuel.com ellisonmerkel@quinnmanuel.com	Email
Counsel to Southhaven Associates LLC	Reid and Riege, P.C.	Attn: Charles J. Filardi, Jr. One Financial Plaza 21st Floor Hartford CT 06103	cfilardi@rrlawpc.com	Email
Counsel to Miele, Inc.	Reiss+Preuss LLP	Attn: Guy A. Reiss, Erik Tikkainen 200 West 41st Street 20th Floor New York NY 10036	greiss@reisspreuss.com etikkanen@reisspreuss.com	Email
Counsel to CM Grayson, LLC	Rice Pugatch Robinson Storfer & Cohen, PLLC	Attn: Chad P. Pugatch 101 Northeast Third Avenue Suite 1800 Fort Lauderdale FL 33301	cpugatch@rprslaw.com	Email
Counsel to Sante Marcoccia	Rich Michaelson Magaliff, LLP	Attn: Howard P. Magaliff 335 Madison Avenue 9th Floor New York NY 10017	hmagaliff@r3mlaw.com	Email
Counsel to Community Unit School District 300	Robbins, Schwartz, Nicholas, Lifton & Taylor, Ltd.	Attn: Kenneth M. Florey, M. Neal Smith 631 E. Boughton Road Suite 200 Bolingbrook IL 60440	kfloreyp@robbins-schwartz.com nsmith@robbins-schwartz.com	Email
Counsel to Miele, Inc.	Robert E. Michael & Associates PLLC	Attn: Robert E. Michael, Aaron Hume 5911 Riverdale Avenue New York NY 10471	Robert.e.michael.esq@gmail.com Aron.hume@gmail.com	Email
Counsel to East End Commons Associates LLC, Wolf Family Series LP d/b/a Series III, Wolf Family Series LP d/b/a Series VII; Ontario Enterprises of the Wolf Family Series LP	Robinson Brog Leinwand Greene Genovese & Gluck P.C.	Attn: Fred B. Ringel, Esq., Robert M. Sasloff 875 Third Avenue 9th Floor New York NY 10022	fbr@robinsonbrog.com rms@robinsonbrog.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Apex Tool Group, LLC and Icon DE Holdings LLC and Icon NY Holdings LLC	Ropes & Gray LLP	Attn: Gregg M. Galardi, Kimberly J. Kodis, Sam N. Ashuraey 1211 Avenue of the Americas New York NY 10036-8704	gregg.galardi@ropesgray.com kimberly.kodis@ropesgray.com sam.ashuraey@ropesgray.com	Email
Counsel to Cross Country Home Services, Inc., and Duff & Phelps, LLC	Ropes & Gray LLP	Attn: James M. Wilton, Patricia I. Chen, Stephen Moeller-Sally, Joshua Y. Sturm Prudential Tower 800 Boylston Street Boston MA 02199-3600	james.wilton@ropesgray.com patricia.chen@ropesgray.com ssally@ropesgray.com joshua.sturm@ropesgray.com	Email
Counsel to Duff & Phelps, LLC	Ropes & Gray LLP	Attn: Nicholas M. Berg, Timothy Farrell 191 North Wacker Drive 32nd Floor Chicago IL 60606-4302	nicholas.berg@ropesgray.com timothy.farrell@ropesgray.com	Email
Counsel to Cranston/BVT Associates, LLP	Rosen & Associates, P.C.	Attn: Sanford P. Rosen, Esq. 747 Third Avenue New York NY 10017-2803	srosen@rosenpc.com	Email
Counsel to RubyRed Garment Manufacturing S.A.E. (Jerseywear)/Egypt	Rubin LLC	Attn: Paul A. Rubin 345 Seventh Avenue 21st Floor New York NY 10001	prubin@rubinlawllc.com	Email
Counsel to Colonial Properties LLC, Groveport Lynx LLC, Lawrence Mart LLC, USP Aerospace Solutions, Inc.	Ruskin Moscou Faltischek, P.C.	Attn: Michael S. Amato, Esq. East Tower, 15th Floor 1425 RXR Plaza Uniondale NY 11556-1425	mamato@rmfpcc.com	Email
Counsel to AmCap Wilson II, LLC, Wilson Norridge, LLC, and HRA Fountains LP	S&D Law	Attn: Steven W. Kelly, Esq. 1290 Broadway Suite 1650 Denver CO 80203	skelly@s-d.com	Email
Counsel to Ray Padula Holdings, LLC	Sahn Ward Coschignano, PLLC	Attn: Robert A. Abiuso, Matthew C. McCann 333 Earle Ovington Boulevard Suite 601 Uniondale NY 11553	mmccann@swc-law.com rabiuso@swc-law.com	Email
Counsel to Sakar International Inc.	Sakar	Attn: Jay Weinblatt 195 Carter Drive Edison NJ 08817	jweinblatt@sakar.com	Email
Counsel to International Business Machines Corporation & Advance Magazine Publishers Inc.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Abigail Snow, Pamela Bosswick 230 Park Avenue New York NY 10169	cbelmonte@ssbb.com asnow@ssbb.com pbosswick@ssbb.com	Email
Counsel to the Ciuffo Family Trust	Schiff Hardin LLP	Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq. 666 Fifth Avenue Suite 1700 New York NY 10103	ldelucia@schiffhardin.com afiedler@schiffhardin.com	Email
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	First Class Mail and Email
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Seward & Kissel LLP	Attn: John R. Ashmead, Esq. & Arlene R. Alves, Esq. One Battery Park Plaza New York NY 10004	ashmead@sewks.com alves@sewks.com	Email
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Seyfarth Shaw LLP	Attn: Edward M. Fox 620 8th Avenue New York NY 10018	emfox@seyfarth.com	Email
Counsel to Oracle Elevator Company	Shapiro, Blasi, Wasserman & Hermann, P.A.	Attn: Richard P. Hermann, Matthew Kish, Jennifer Shafer 7777 Glades Road Suite 400 Boca Raton FL 33434	rhermann@sbwh.law mkish@sbwh.law jshafer@sbwh.law floridaservice@sbwh.law	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	Attn: Fredric Sosnick, Sara Coelho 599 Lexington Avenue New York NY 10022	fsosnick@shearman.com sara.coelho@shearman.com	Email
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	Attn: Alan M. Feld, Esq., Ted Cohen, Esq. 30 Rockefeller Plaza New York NY 10112	afeld@sheppardmullin.com tcohen@sheppardmullin.com	Email
Counsel to Manco Florida Associates, LLC	Shutts & Bowen LLP	Attn: Ryan C. Reinert, Esq. 4301 W. Boy Scout Blvd Suite 300 Tampa FL 33607	rreinert@shutts.com	Email
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq. 225 West Washington Street Indianapolis IN 46204	rtucker@simon.com	Email
Counsel to Summit Portraits, LLC	Singer & Levick, P.C.	Attn: Michelle E. Shiro 16200 Addison Road Suite 140 Addison TX 75001	mshiro@singerlevick.com	Email
Counsel for Pennsee, LLC, Loyal Holdings DE LLC and Westfall Town Center JV	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon, Esquire 123 South Broad Street Suite 2100 Philadelphia PA 19109	dplon@sirlinlaw.com	Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq. 4 Times Square New York NY 10036	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com	Email
Counsel to Quest Resource Management Group, LLC	Skierski Jain PLLC	Attn: Doug Skierski, Kristin H. Jain 400 N. St. Paul Suite 510 Dallas TX 75201	enotices@skijain.com	Email
Counsel to Paco (China) Garment Ltd.	Smiley Wang-Ekvall, LLP	Attn: Lei Lei Wang Ekvall, Philip E. Strok 3200 Park Center Drive Suite 250 Costa Mesa CA 92626	pstrok@swelawfirm.com	Email
Counsel to Red Bull North America, Inc.	Snell & Wilmer L.L.P.	Attn: Robert R. Kinas 3883 Howard Hughes Parkway #1100 Las Vegas NV 89169-5958	rkinas@swlaw.com	Email
Counsel to Florida Self-Insurers Guaranty Association, Inc.	Sorenson Van Leuven, PLLC	Attn: James E. Sorenson PO Box 3637 Tallahassee FL 32315-3637	bk@svllaw.com	Email
Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf & Patrick M. Ryan 1 N. Old State Capitol, Suite 200 P.O. Box 5131 Springfield IL 62705-5131	darolf@sorlinglaw.com pmryan@sorlinglaw.com	Email
Counsel to Levin Management Corporation, Phillips Edison & Company, Conopco Inc. dba Unilever	Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin P.O. Box 5315 Princeton NJ 08543	tonder@stark-stark.com jlemkin@stark-stark.com	Email
Counsel to East Penn Manufacturing Co.	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis 485 Madison Avenue 20th Floor New York NY 10022	cp@stevenslee.com	Email
Counsel for Telesoft Corp.	Stinson Leonard Street LLP	Attn: Thomas J. Salerno 1850 N. Central Avenue Suite 2100 Phoenix AZ 85004-4584	thomas.salerno@stinson.com	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Dell Financial Services L.L.C	Streusand, Landon, Ozburn & Lemon, LLP	Attn: Sabrina L. Streusand 1801 S. Mopac Expressway Suite 320 Austin TX 78746	streusand@slollp.com	Email
Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan Bhattacharyya 180 Maiden Lane New York NY 10038	khansen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com	Email
Counsel to Fairholme Capital Management, LLC, and the Fairholme Funds, Inc.	Sullivan & Cromwell LLP	Attn: Andrew G. Dietderich, Brian D. Glueckstein, David R. Zylberberg 125 Broad Street New York NY 1004-2498	dietdericha@sullcrom.com zylberbergd@sullcrom.com	Email
Counsel for Izek Shomof and Alene Shomof Irrevocable Children's Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC	SulmeyerKupetz, A Professional Corporation	Attn: David S. Kupetz & Claire K. Wu 333 South Grand Avenue Suite 3400 Los Angeles CA 90071	dkupetz@sulmeyerlaw.com ckwu@sulmeyerlaw.com	Email
Counsel to KG Denim Limited	Suri Law Office	Attn: Vivek Suri, Esq. 20 Vesey Street Suite 300 New York NY 10007	lawyer@surilawoffice.com	Email
Counsel to Alexandria Pelletteri & Thomas Pelletteri	Szaferman, Lakind, Blumstein, & Blader P.C.	Attn: Bruce M. Sattin, Esq. 101 Grovers Mill Road Suite 200 Lawrenceville NJ 08648	bsattin@szaferman.com	Email
Counsel to Vertical Industrial Park Associates	Tannenbaum Helpern Syracuse & Hirschtritt LLP	Attn: Michael J. Riela 900 Third Avenue 13th Floor New York NY 10022	Riela@thsh.com	Email
Counsel to the Taubman Landlords	Taubman Landlords	Attn: Andrew S. Conway 200 East Long Lake Road Suite 300 Bloomfield Hills MI 48304	aconway@taubman.com	Email
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com	Email
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov	First Class Mail and Email
Counsel to Mien Co., Ltd., Helen Andrews Inc	The Saracheck Law Firm	Attn: Joseph E. Saracheck 101 Park Avenue 27th Floor New York NY 10178	joe@sarachecklawfirm.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	The Tsang Law Firm, P.C.	Attn: Michael Tsang 40 Wall Street 26th Floor New York NY 10005	mtsang@tsanglawfirm.com	Email
Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Attn: Curtis L. Tuggle 3900 Key Center 127 Public Square Cleveland OH 44114-1291	Curtis.Toggle@ThompsonHine.com	Email
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301200 China	powerwangtxks@vip.126.com	First Class Mail and Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the Tennessee Department of Revenue	TN Dept of Revenue	Attn: Herbert H. Slatery III, Marvin E. Clements, Jr. c/o TN Attorney General's Office, Bankruptcy Division PO Box 20207 Nashville TN 37202-0207	AGBankNewYork@ag.tn.gov	Email
Counsel to MP Holdings LLC and Larry D. Kelley	Trainor Fairbrook	Attn: Jennifer L. Pruski 980 Fulton Avenue Sacramento CA 95825	jpruski@trainorfairbrook.com	Email
Counsel to Travis County	Travis County Attorney	Attn: David Escamilla, Kay D. Brock P.O. Box 1748 Austin TX 78767	kay.brock@traviscountytx.gov	Email
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division 86 Chambers Street 3rd Floor New York NY 10007	David.Jones6@usdoj.gov Jeffrey.Oestericher@usdoj.gov Joseph.Cordaro@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov	First Class Mail and Email
Counsel to Village of Hoffman Estates	Vedder Price P.C.	Attn: Joshua A. Dunn, Esq., Michael Schein 1633 Broadway 31st Floor New York NY 10019	jdunn@vedderprice.com	Email
Counsel to Agri-Fab, Inc.	Vedder Price P.C.	Attn: Kevin J. Etzel 1633 Broadway 31st Floor New York NY 10019	ketzel@vedderprice.com	Email
Counsel to NorthStar Group Services, Inc., and Village of Hoffman Estates	Vedder Price P.C.	Attn: Michael L. Schein 1633 Broadway 31st Floor New York NY 10019	mschein@vedderprice.com	Email
Counsel to Verizon Capital Corp. and NCC Key Company	Verizon Capital Corp.	Attn: Marva M. Levine 221 East 37th Street 7th Floor New York NY 10016	marva.m.levine@verizon.com	Email
Counsel to Hanesbrands, Inc.	Waldrep LLP	Attn: Thomas W. Waldrep, Jr. 101 S. Stratford Road Suite 210 Winston-Salem NC 27104	notice@waldrepllp.com	Email
Counsel to Schindler Elevator Corporation	Walsh Pizzi O'Reilly Falanga LLP	Attn: Stephen V. Falanga, Esq. One Riverfront Plaza 1037 Raymond Blvd., Ste. 600 Newark NJ 07102	sfalanga@walsh.law	Email
Counsel to Wolverine World Wide, Inc. and its affiliates, Chervon (HK), Ltd.	Warner Norcross + Judd LLP	Attn: Gordon J. Toering 900 Fifth Third Center 111 Lyon Street, NW Grand Rapids MI 49503	gtoering@wnj.com	Email
Counsel to Levcom Wall Plaza Associates and West Orange Plaza	Wasserman, Jurista & Stoltz, P.C.	Attn: Donald W. Clarke 110 Allen Rd. Ste. 304 Basking Ridge NJ 07920	Dclarke@wjslaw.com	Email

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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny SinghJared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com Jerileigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com	Email
Counsel to Lake Success Shopping Center LLC and CE Vernon II, LLC	Weiss Zarett Brofman Sonnenklar & Levy, P.C.	Attn: Michael D. Brofman, Esq. 3333 New Hyde Park Road Suite 211 New Hyde Park NY 11042	mbrofman@weisszarett.com	Email
Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.	Attn: Scott D. Fink Lakeside Place, Suite 200 323 W. Lakeside Avenue Cleveland OH 44113-1099	sfink@weltman.com	Email
Counsel to Amerco Real Estate Company, Salesforce.com, Inc., Cisco Systems, Inc., and Google LLC	White and Williams LLP	Attn: James C. Vandermark 7 Times Square Suite 2900 New York NY 10036-6524	vandermarkj@whiteandwilliams.com	Email
Counsel to the J.M. Smucker Company and Ainsworth Pet Nutrition LLC	Whiteford, Taylor & Preston LLC	Attn: Stephen B. Gerald The Renaissance Centre 405 North King Street, Suite 500 Wilmington DE 19801-3700	sgerald@wtplaw.com	Email
Counsel to 156 Tom Hill LLC	Wiles & Wiles, LLP	Attn: Victor W. Newmark, Esq. 800 Kennesaw Avenue Suite 400 Marietta GA 30060-7946	bankruptcy@evict.net	Email
Counsel to Capref Burbank, LLC	Williams Legal Advisory Group, LLC	Attn: Amy M. Williams 169 Ramapo Valley Road Suite 106 Oakland NJ 07436	awilliams@williamsadvisors.com	Email
Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	Attn: Alan J. Lipkin, Gabriel Brunswick 787 Seventh Avenue New York NY 10019	alipkin@willkie.com gbrunswick@willkie.com	Email
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy 501 Carr Road Suite 100 Wilmington DE 19801	phealy@wsfsbank.com	Email
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402		First Class Mail
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalone, Vice President Rodney Square North 1100 North Market Street Wilmington DE 19890-0001	scimalone@wilmingtontrust.com	Email
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketplace	Wilmorite Management Group LLC	Attn: Donald C. Cowan, Jr. 1265 Scottsville Road Rochester NY 14624		First Class Mail
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: David L. Tillem 1133 Westchester Avenue White Plains NY 10604	david.tillem@wilsonelser.com	Email
Counsel to 4th Street South II, LLC	Witte Law Offices, PLLC	Attn: Norman C. Witte 119 E. Kalamazoo Street Lansing MI 48933-2111	ncwitte@wittelaw.com	Email

Exhibit D

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron 11400 West Olympic Boulevard 9th Floor Los Angeles CA 90064-1582	saron@wrslawyers.com	Email
Counsel to Fruit of the Loom, Inc., Vanity Fair Brands, LP and Russell Brands, LLC	Wyatt, Tarrant & Combs, LLP	Attn: Mary L. Fullington 250 West Main Street Suite 1600 Lexington KY 40507-1746	mfullington@wyattfirm.com	Email
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Attn: Thomas A. Zimmerman, Jr. 77 West Washington Street Suite 1220 Chicago IL 60602	tom@attorneyzim.com	Email

Exhibit E

DN 2481 Notice Parties Service List
Served via Email and Overnight Mail

NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	EMAIL
Milton Manufacturing, LLC	Clark Hill, PLC	Attn Joel D. Applebaum John R. Stevenson	151 South Old Woodward Avenue, Suite 200	Birmingham	MI	48009	japplebaum@clarkhill.com; jstevenson@clarkhill.com
Stevens & Lee PC	Attn Constantine D Pourakis	485 Madison Ave 20th Floor		New York	NY	10022	cp@stevenslee.com
Stevens & Lee PC	Attn: Robert Lapowsky	620 Freedom Business Center, Suite 200		King of Prussia	PA	19406	rl@stevenslee.com